

CONSTITUTION AND BY-LAWS
OF
INTERNATIONAL ASSOCIATION FOR INTERCULTURAL
COMMUNICATION STUDIES

Article I. Name

The name of this corporation shall be **INTERNATIONAL ASSOCIATION FOR INTERCULTURAL COMMUNICATION STUDIES**, the official acronym for which is IAICS (hereinafter referred to as "IAICS" or the "Association").

Article II. Purpose

2.1. The purposes of IAICS shall be to promote, study and research intercultural communication, to enhance the teaching of intercultural communication and to increase the usefulness of knowledge about intercultural communication for the general public.

2.2. IAICS is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.3. No part of the net earnings of IAICS shall enure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III. Membership

3.1. The Association is a non-profit organization and is financed by membership dues, contributions, journal subscriptions, conference income and donations. There shall be five (5) classes of membership in the Association: "Life," "Organizational," "Regular," "Student" and "Retired."

3.2. Membership in this Association is open to any person or institution who is interested in promoting the Association's purposes.

3.3. The full membership of the Association shall be those persons who attend meetings of the Association at the annual IAICS convention and pay membership dues. Paid membership includes a subscription to the IAICS journal and newsletter.

3.4. The qualifications, duties and privileges for each category of membership shall be determined by the Board of Directors. Membership qualifications are posted on the IAICS homepage.

3.5. In the event that any member, as defined in 3.1, should conduct themselves in a way which, in the judgement of the Board of Directors, is inconsistent with the goals of the Association as defined in 2.1, the Board of Directors may decide to terminate their membership.

Article IV. Dues and Fees

4.1. Annual dues in each membership category shall be determined by the Board of Directors.

4.2. Registration fees for the annual meeting and other meetings and activities of the Association shall be established by the Executive Director with the approval of the Board of Directors. Fees for library journal subscriptions, subscriptions to the Association's journal, special publications, and services provided to members, affiliates, organizations and others shall be similarly established.

Article V. Meetings

5.1. The Association shall ordinarily sponsor a convention during each calendar year which shall include the annual meeting of members. The convention shall be under the general direction of the Executive Director with policy implementation and financial obligations subject to the approval of the Board of Directors. Additional meetings may be scheduled by the Board of Directors.

5.2. The convention shall include a business meeting of the Board of Directors and a meeting for Editorial Board members. The President shall preside over each meeting. Decisions are made by majority vote. The agenda for the meetings of the Board of Directors shall be the responsibility of the Executive Director in consultation with the President. The agenda of the Editorial Board meeting shall be the responsibility of the Editor of the Association's publications in consultation with the President and Executive Director. All decisions at these meetings shall be followed up by the Executive Director with policy implementation and financial obligations subject to the approval of the Board of Directors.

5.3. Convention social activities shall be under the general direction of the Executive Director in consultation with the President and with policy implementation and financial

obligations subject to the approval of the Board of Directors.

Article VI. Board of Directors

6.1. The Board of Directors shall be the governing body of the Association and shall promote its mission, determine its policies and direct and control the affairs of the Association.

6.2. The Board shall be composed of eleven (11) members. The initial Board of Directors is set forth in the Articles of Incorporation of the Association.

6.3. Members of the Board of Directors shall be nominated by the President or members of the Board of Directors. The candidates shall be elected with the majority vote of the Board of Directors.

6.4. Members of the Board of Directors shall serve for a five (5)-year term, renewable for one (1) term subject to the approval of the majority of the Board of Directors.

6.5. The Board may fill any vacancy and may replace any director at any time by majority vote, after due notice of the intended Board action. If there are no Board members entitled to vote to fill vacancies on the Board, the highest ranking officer shall select a replacement board of persons who are not disqualified persons as defined under the regulations of the Internal Revenue Service concerning 501(c)(3) organizations.

6.6. Directors need not be residents of the State of incorporation or of the United States. Directors shall not be disqualified persons under the applicable IRS rules concerning 501(c)(3) organizations.

6.7. A director may resign at any time by filing a written declaration of resignation with the Treasurer of the Association. In the event a vacancy occurs on the Board of Directors for any cause, such vacancy will be filled promptly in accordance with the provisions of section 6.3, above.

6.8. Elected Association directors shall assume office at the conclusion of the business meeting of the Board of Directors immediately following his or her election.

Article VII. Nominations, Appointment and Duties of Officers

7.1. Members of the Board of Directors shall nominate the President-Elect, the Executive Director and the Editor of the Association's publications. The candidates shall be elected with the majority vote of the Board of Directors.

7.2. The Board of Directors, on the advice of the Executive Director, appoints a Treasurer and a Secretary.

7.3. The Board of Directors, on the advice of the Editor, appoints Editorial Board Members of the Association's journal and other publications.

7.4. The President shall serve for two (2) years. The President shall serve as the presiding officer of the annual convention, as the chair of the Board of Directors meeting, and as the chair of the Editorial Board meeting. The President may appoint ad hoc committees to work on IAICS issues.

7.5. The President-Elect shall serve for two (2) years. The President-Elect shall have responsibility for assisting the President. The President-Elect shall succeed to the presidency when that office is vacated. The President-Elect shall succeed automatically to the presidency at the conclusion of the business meeting of the Board of Directors at the convention over which his or her predecessor has presided.

7.6. The Executive Director shall serve for a three (3)-year term, renewable once subject to the approval of the Board of Directors. The Executive Director reports to the Board of Directors, oversees the work of the Treasurer and Secretary, is responsible for the IAICS website, schedules the annual convention events, and serves as the business manager of the Association.

7.7. The Treasurer shall serve for a three (3)-year term, renewable once subject to the approval of the Board of Directors. The Treasurer reports to the Executive Director and shall be responsible for the administration of all Association funds and shall prepare an annual financial report to the Board of Directors meeting and the general business meeting of the Association. The Treasurer will also ensure that annual IRS information and tax returns are prepared accurately and filed to the IRS in a timely manner.

7.8. The Secretary shall serve for a three (3)-year term, renewable once subject to the approval of the Board of Directors. The Secretary reports to the Executive Director and shall be the custodian of the permanent records of the Association, shall keep minutes of all meetings of the membership and the Board of Directors, and shall maintain a current list of members in good standing and be responsible for notifying the membership of all regular and special meetings.

7.9. Members of the International Advisory Board, who are appointed by and report to the Board of Directors, shall serve for three (3) years. The members choose their chair and decide by majority vote how to organize their work. They shall serve as the Association's advisors and function as a liaison between the different groups within and without the Association.

7.10. The Editor of the Association's journal shall serve for a three (3)-year term, renewable once subject to the approval of the Board of Directors. The Editor shall be responsible for the Association's publications subject to the approval of the Board of Directors. The Editor may appoint issue editors and members of the Editorial Board, subject to the approval of the Board of Directors.

7.11. The Editor of the Association's newsletter is appointed by the Executive Director, in agreement with the Board of Directors. The newsletter Editor shall serve for a three (3)-year term, renewable once subject to the approval of the Executive Director in agreement with the

Board of Directors. The Editor shall be responsible for collecting and editing items in the newsletter and for publishing the newsletter by appropriate means.

7.12. Members of the Editorial Board shall serve for a three (3)-year term, renewable once subject to the approval of the Board of Directors.

7.13. The quorum for the annual meeting of the Board of Directors is sixty percent (60%) of the Directors. The quorum for the annual meeting of the Editorial Board is twenty-five percent (25%) of the Editorial Board members.

7.14. Elected Association officers shall assume office at the conclusion of the business meeting of the Board of Directors at the convention immediately following their election.

7.15. In the event that any elected officer should fail to perform her/his duties in an acceptable way, the Board of Directors may decide to remove her/him from office.

Article VIII. Publications

8.1. The Association shall publish a scholarly journal. The name of this journal shall be "Intercultural Communication Studies."

8.2. All editorial, format and financial policies governing "Intercultural Communication Studies" and all other IAICS publications shall be determined by the Board of Directors on the advice of the Editorial Board.

8.3. All material published in "Intercultural Communication Studies" shall be copyrighted in the name of the International Association for Intercultural Communication Studies.

8.4. Material published in "Intercultural Communication Studies" and the newsletter may be used for non-commercial, academic purposes with creditation to IAICS.

Article IX. Indemnity

9.1. **Mandatory Indemnification.** Each Director and officer shall be indemnified by the Association against liabilities, fines, penalties and claims imposed upon or asserted against him or her (including amounts paid in settlement) by reason of having been such director or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him or her in connection therewith, except in relation to matters as to which he or she shall have been finally adjudged to be liable by reason of having been guilty of gross negligence or willful misconduct on the performance of his or her duty as such Director or officer. In the event of any other judgment against such Director or officer or in the event of a settlement, the indemnification shall be made only if the Association shall be advised, in case none of the persons involved shall be or have been a Director of the Association, by the Board of Directors, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such Director or officer was not guilty of gross negligence or willful

misconduct on the performance of his or her duty, and, in the event of a settlement, that such settlement was, or if still to be made, is, in the best interests of the Association. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, upon the advice of independent counsel. Every reference herein to Director or officer shall include every Director or officer or former Director or officer of the Association and every person who may have served at its request as a Director or officer of another corporation in which the Association owns shares of stock or of which it is a creditor or, in case of nonstock corporation, to which the Association contributes and, in all of such cases, his executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other rights to which Director or officer may be entitled.

9.2. **Indemnification of Employees and Agents.** In such cases as the Board of Directors may, in its complete discretion, deem appropriate, indemnify and hold harmless employees and agents of the Association, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

9.3. **Supplementary Benefits.** The Association may supplement the right of indemnification under §9.1 by the purchase of insurance, indemnification agreements, and/or advances for expenses of any person indemnified.

Article X. Affiliate Organizations

10.1. Affiliate organizations are those groups whose objectives are consistent with those of the Association and have been endorsed by the Board of Directors.

10.2. If a group wishes to become an affiliate organization of the Association, it must petition to the Board of Directors.

Article XI. Awards

The granting of any award for scholarship, teaching and/or service in the name of the Association may be proposed to the Board of Directors by any member of the Board.

Article XII. Finances

12.1. The Association shall follow recognized financial systems and accounting practices in managing its fiscal affairs.

12.2. The fiscal year of the Association shall be determined by the Board of Directors.

12.3. The Treasurer shall report on the current financial position of the Association at the Annual Business Meeting. The Treasurer will also ensure timely file tax returns to the IRS.

12.4. **Corporate Acts.** Unless otherwise directed by resolution of the Board of Directors or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Association, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Association shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Association shall be signed by such officers or directors as the Board of Directors may from time to time authorize. The Board of Directors may, however, delegate such authority, or may authorize any one (1) other officer or one (1) or more other officers or agents to sign any of such instruments for and on behalf of the Association without necessity of counter signature.

12.5. **Loans.** No fund indebtedness shall be contracted on behalf of the Association and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

12.6. **Deposits.** All funds of the Association, not otherwise employed or subject to immediate distribution, shall be deposited from time to time to the credit of the Association in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

Article XIII. Governance

13.1. **Documentation.** The Executive Director, in cooperation with the Treasurer,² Secretary, Editor and President, is responsible for distributing at least one week in advance the agenda and documents for the meetings of the Board of Directors and Editorial Board, and also later provide minutes from these meetings. The International Advisory Board decides on appropriate documentation of its activity.

13.2 Informal Action by Directors. Subject to the laws of the State of Virginia, the Board may take action by unanimous written consent of the Directors. The consent must be in a writing signed by all of the directors entitled to vote with respect to the subject matter thereof, and it must set forth the action to be taken. Such consent may be for any action that the Articles of Incorporation or Bylaws of the Association or any provision of law requires to be taken at a meeting, or any other action that might be taken at a meeting. Such consent shall have the same force and effect as a unanimous vote.

13.3. **Meetings by Telephone or by Other Communication Technology.** Meetings of the Board of Directors or committees of the Board of Directors may be conducted by telephone or other communication technology. If such a meeting is conducted, all participating directors shall be informed at the time the meeting is to begin that a meeting is taking place at which official business may be transacted and that any director participating in such meeting is deemed present in person at the meeting. At the beginning of such a meeting, and again at the time any vote is taken at such a meeting, each of the directors shall first verify his or her identity and ability to simultaneously hear each other and have communication immediately transmitted to each and all participating directors.

13.4. **Compensation.** Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement policy is authorized by the affirmative vote of a majority of the directors at a meeting at which a quorum is present. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefrom.

Article XIV. Termination

Should the Association dissolve, either by formal action or default, all assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XV. Amendments

15.1. Amendments to the Constitution and By-laws may be initiated by a majority of the Board of Directors or by a petition addressed to the Board of Directors and signed by eleven (11) members of the Association.

15.2. A two-thirds majority vote of the Board of Directors shall be required for the adoption of a proposed amendment to these By-laws.

THESE BY-LAWS were adopted and approved by approval of two-thirds of the Board of Directors as of the _____ day of _____, 2019.

Secretary