

**BY-LAWS OF THE
INTERNATIONAL ASSOCIATION OF OFFICIAL
HUMAN RIGHTS AGENCIES**

(As Adopted September 29, 1973 and amended through September 19, 2007)

ARTICLE 1 NAME AND PURPOSES

Section 1.1 NAME

The name of this organization is the International Association of Official Human Rights Agencies (hereinafter referred to as IAOHRA or the Association), a nonprofit corporation organized under the laws of the District of Columbia.

Section 1.2 PURPOSES

The purposes of the Association shall be to foster human and intergroup relations, enhance human rights practices under law, and promote civil and human rights around the world.

ARTICLE 2 MEMBERSHIP

Section 2.1 CLASSES OF MEMBERS

The association shall have two (2) classes of membership:

- (a) AGENCY MEMBERS. Any official human rights agency (hereinafter referred to in these By-Laws as "agency") concerned about and willing to work actively to accomplish the purposes of the Association shall be accepted as an agency member and shall retain such membership provided the requirements for such membership are satisfied.
- (b) SPONSORING MEMBERS. Any person, corporation, labor organization, or other legal or commercial entity concerned about and interested in the purposes of the Association may be accepted as a sponsoring member.

Section 2.2 REQUIREMENTS FOR MEMBERSHIP

(A) AGENCY MEMBERS

An agency, to be eligible for membership and as a condition for continuing membership in the Association, shall possess the following qualifications and meet the following requirements:

- (1) Be an official organ of government created by constitutional, legislative or executive order;
- (2) Have jurisdiction to aid in the elimination and prevention of discriminatory practices on an exclusive or concurrent basis;
- (3) Have a budget, staff or facilities to process complaints or to conduct educational or affirmative action programs;

- (4) Have power and authority to grant relief from a discriminatory act or practice, to issue and enforce or seek enforcement in courts of competent jurisdiction of its regulations, orders, recommendations, or conclusions or to conduct activities consonant with the purposes of the Association ;
- (5) Accept and agree to comply with the purposes of the Association;
- (6) Pay its dues for current fiscal year; and
- (7) Unless precluded by the agency's statute or regulations, furnish to the Association as available:
 - a. a copy of the statutes creating and affecting such agency and any amendments or changes thereto;
 - b. the names of its commissioners and staff and the official electronic mail address for the member agency;
 - c. annually, the agency's annual report, and reports of any substantial action, decision, policy, hearing or program undertaken during the proceeding year;
 - d. a statistical report of cases processed during the year; and
 - e. information setting forth its budget, aims, objectives and accomplishments.

(B) **SPONSORING MEMBERS**

Upon making a contribution or donation in the manner prescribed by the Association, any person, persons, corporation, labor organization or other legal or commercial entity shall become a sponsoring member. Such membership shall be for one (1) year and may be renewed annually. Sponsoring members shall not have voting rights.

Section 2.3 ADMISSION TO MEMBERSHIP

An agency eligible for membership in the Association shall submit written application for membership to the president of the Association at least forty-five (45) days prior to the Association's next annual meeting. Upon receipt of a completed, timely filed application for membership, the president shall submit such application to the Credentials and Elections Committee for its consideration and approval, provided such application shall comply with the requirements for membership as set forth in these By-Laws. Unless rejected by a majority vote of members present and voting (exclusive of such applicant) at the annual meeting, approval of an applicant's application for membership by the Credentials and Elections Committee shall be final.

Section 2.4 SUSPENSION OR TERMINATION OF MEMBERSHIP

- (A) Any member of the Association may terminate its membership at any time by written notice to the president.
- (B) Any member may have its membership suspended or terminated if it fails to adhere to the purposes of the Association. Such suspension or termination shall occur only upon a vote of two-thirds or the members present and voting at an annual meeting (exclusive of the "offending" member), provided, however, that all members (including the "offending" member) have been given an opportunity to appear and present to the members evidence of its adherence to the purposes of the Association.

- (C) Any member failing to pay its annual dues prior to June 30 of any year shall be suspended from membership until such member's dues are fully paid and current at which time membership shall be reinstated.

Section 2.5 TRANSFER OF MEMBERSHIP

Membership in the Association shall not be transferable. However, a successor agency may succeed to the membership of its predecessor agency upon written notice being given to the president.

Section 2.6 VOTING RIGHTS

The right of members to vote on Association matters shall be limited to agency members. Each agency member of the Association shall be entitled to one vote.

Section 2.7 REPRESENTATION

Agency members shall be represented only by duly authorized and designated persons affiliated with that agency.

Section 2.8 GEOGRAPHICAL REGIONS

Each agency member of the Association shall be classified according to geographical regions as determined from time to time by the members.

ARTICLE 3 MEETINGS

Section 3.1 ANNUAL MEETING

The Association shall hold an annual meeting each year at a time and place to be designated by the members, or in an emergency, by the Board of Directors, for the purposes of electing officers and the Board or Directors and to conduct such other business as shall properly come before such meeting.

Section 3.2 SPECIAL MEETINGS

The Association may hold special meetings for such purposes at such time and places as shall be determined by the president or the Board of Directors.

Section 3.3 NOTICE OF MEETINGS

Written notice stating the purposes, time and place shall be sent to the members as follows:

- (a) For the annual meeting, not less than sixty (60) days prior to such meeting.
- (b) For all other meetings, not less than fourteen (14) days prior to such meeting.

Section 3.4 QUORUM

Except as otherwise provided by statute or these By- Laws, one-fifth of the agency members of the Association shall constitute a quorum for the purpose of conducting business at all meetings of members. In determining the quorum, agency members shall be recognized only in the person of a duly authorized representative. In the event no quorum is present, the president may adjourn the meeting from time to time.

Section 3.5 VOTING

Each agency member shall be entitled to one vote, which shall be cast only by its duly authorized representative.

- (a) Unless otherwise specifically required, all matters subject to determination by vote shall be resolved by a majority vote of those members present and voting.
- (b) Election of officers shall be by ballot only when requested by a voting member.

Section 3.6 GUESTS

Guests may be accorded the privileges of the floor by vote of the members.

Section 3.7 RECORDS OF PROCEEDINGS

A record of the Association's business shall be maintained. A summary of the record of the proceedings of the annual meeting and the conference shall be prepared and distributed to the members. Information concerning the Association's operations shall be given such other distribution as the members or the Board of Directors shall prescribe.

Section 3.8 RULES OF PROCEDURE

Except as otherwise provided for herein, the most recent edition of Robert Rules of Order shall determine matters of procedure at all meetings of the Association. However, any rule or procedure may be suspended by a vote of three-fourths of those members present and voting.

ARTICLE 4 OFFICERS

Section 4.1 OFFICERS

The officers of the Association shall be president, first vice-president, second vice-president, treasurer and secretary. The offices of treasurer and secretary may be held by one person. Officers shall be elected from, and shall at all times during their terms of office be affiliated with, a member agency and shall serve without compensation except that the secretary and treasurer may be compensated for services.

Section 4.2 TERMS OF OFFICE

The officers shall be elected at the annual meeting and shall serve for a term of two (2) years beginning with the adjournment of the annual meeting at which they have been elected and until their respective successors are elected and qualified.

Section 4.3 NOMINATIONS

Nominations shall be made and submitted in writing to the membership by the Nominating Committee prior to the annual meeting. Additional nominations may be made and seconded on the floor at the annual meeting until nominations are formally closed by vote.

Section 4.4 PRESIDENT

The president shall perform all duties incident to the office of president of a corporation; receive and assure appropriate distribution of applications for membership and information respecting

membership suspension or termination; preside at all meetings of the Association and the Board of Directors; appoint committees and make appointments that may from time to time be required; and perform such other duties as the members or Board of Directors shall prescribe.

Section 4.5 FIRST VICE-PRESIDENT

The first vice-president shall, in the absence or disability of the president, exercise the powers and perform the duties of the president, and shall exercise such powers and perform such other duties as the members or the Board of Directors shall prescribe.

Section 4.6 SECOND VICE-PRESIDENT

The second vice-president shall exercise such powers and perform such duties as the members or the Board of Directors shall prescribe.

Section 4.7 TREASURER

The treasurer shall have custody of all funds, property and evidence of indebtedness of the Association; shall receive and give receipts and acquittance for moneys paid in on account of the Association, and shall pay out of the funds on hand all bills, payrolls, and other just debts of the Association, of whatever nature, upon maturity; shall enter regularly in books to be kept by such officer for that purpose, full and accurate accounts of all monies received and paid out on account of the Association; and shall perform all other duties incident to the office of treasurer and as may be prescribed by the Board of Directors.

Section 4.8 SECRETARY

The secretary shall keep the minutes of all proceedings of the Board of Directors and of the members; shall attend to the giving and serving of all notices to the members and directors or other notice required by statute or by these By-Laws; shall affix the corporate seal to deeds, contracts and other instruments in writing requiring a seal, when duly signed or when so ordered by the Board of Directors; and shall perform all other duties incident to the office of secretary and as may be prescribed by the Board of Directors.

Section 4.9 SUCCESSION

- (A) The president shall be eligible to serve two consecutive terms of office but following such term(s) of office may not succeed himself or herself or to the office of first vice-president or second vice-president for at least two years. However, the president may be elected to any other position on the Board of Directors.
- (B) The first vice-president shall be eligible to serve two consecutive terms of office but following such term(s) of office may not succeed himself or herself or to the office of second vice-president for at least two years. The first vice-president may succeed to the office of president or be elected to any other position on the Board of Directors.
- (C) The second vice-president shall be eligible to serve two consecutive terms of office but following such term(s) of office may not succeed himself or herself. The second vice-president may succeed to the office of first vice-president or president or may be elected to any other position on the Board of Directors.

- (D) Where a person completes an unexpired term for an office, that person shall be eligible to succeed to the same office for a full term as defined above.

Section 4.10 VACANCIES OR REMOVAL

- (A) Any officer may be removed from office for malfeasance, misfeasance or nonfeasance in connection with his or her duties as an officer. Removal action requires a two-thirds majority vote of the Board of Directors at a regular or special meeting of the Board of Directors. Notice of removal shall be in writing and shall state with specificity the reasons(s) for removal. Such notice shall be mailed to all members of the Board of Directors, including the officer subject to the removal action, at least thirty (30) days prior to the meeting at which the removal will be considered. Notice to the officer subject to the removal action shall be by certified mail, return receipt requested. The officer subject to removal shall be given an opportunity to appear and present evidence to the Board of Directors to rebut or refute the bases for the removal action.
- (B) In the event a vacancy should occur in the office of the president, the first vice-president shall succeed to that office for the unexpired term and shall be eligible to be elected to succeed himself or herself as president for a full term.
- (C) When a vacancy shall occur in any office other than president, the Board of Directors shall forthwith appoint a successor to serve the unexpired term or until the next annual membership meeting, whichever shall first occur, at which next annual meeting all vacancies shall be filled for the unexpired terms thereof.

ARTICLE 5 BOARD OF DIRECTORS

Section 5.1 NUMBER

The number of directors comprising the Board of Directors or the Association shall not be less than three (3) nor exceed sixteen (16), consisting of the following:

- (a) The officers of the Association;
- (b) The immediate past president of the Association;
- (c) One person selected from a member agency located in each geographical region and elected by such region; and
- (d) Four (4) persons selected from member agencies at-large and elected by the membership. No more than two (2) persons elected at-large shall be from agencies located in the same geographical region. Election of directors at-large shall have the purpose of ensuring that the Board of Directors is sufficiently diverse to represent the Association's membership and the constituencies served by member agencies.
- (e) No member agency shall have more than one (1) representative on the Board of Directors at one time.

Section 5.2 POWERS

The Board of Directors shall act for and on behalf of the Association between annual meetings and shall exercise such powers and perform such duties as are prescribed by statute, the Association's articles of incorporation, these By- Laws, and by the members. The Board of Directors may appropriate funds from the net uncommitted balance in the treasury to meet the necessary expenses of the Association.

SECTION 5.3 MEETINGS

The Board or Directors shall meet upon call of the president, or at the request of a majority of the Board of Directors. No less than seven (7) days written notice of the purpose, time and place of such meetings, shall be given to the directors.

SECTION 5.4 VACANCIES OR REMOVAL

- (A) Any director may be removed from office for malfeasance, misfeasance or nonfeasance in connection with his or her duties as a director. Removal action requires a two-thirds majority vote of the Board of Directors at a regular or special meeting of the Board of Directors. Notice of removal shall be in writing and shall state with specificity the reasons(s) for removal. Such notice shall be mailed to all members of the Board of Directors, including the director subject to the removal action, at least thirty (30) days prior to the meeting at which the removal will be considered. Notice to the director subject to the removal action shall be by certified mail, return receipt requested. The director subject to removal shall be given an opportunity to appear and present evidence to the Board of Directors to rebut or refute the bases for the removal action.
- (B) Except in the case of a regional director, when a vacancy shall occur among non-officer members of the Board of Directors for any reason, the Board of Directors shall forthwith appoint a successor to serve the unexpired term or until the next annual membership meeting, whichever shall first occur, at which next annual meeting all vacancies shall be filled for the unexpired terms.
- (C) The vacancy for any reason in the position of a director representing a region shall be filled by a majority vote taken by mail or fax ballot of the members of the region until the next annual membership meeting at which the vacancy shall be filled by an election.

Section 5.5 EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors includes the president, the first vice-president, the second vice-president, the secretary, the treasurer and the immediate past president. The Executive Committee acts on behalf of the Board of Directors and directs the affairs of the Association between meetings of the Board of Directors only on emergency matters which cannot await a meeting of the Board of Directors. All actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting for ratification.

ARTICLE 6 COMMITTEES

Section 6.1 CONFERENCE PLANNING COMMITTEE

There shall be a Conference Planning Committee responsible for recommending to the Board of Directors the time, place and facility for each annual meeting and conference, for planning the program and making arrangements for the annual conference subject to the approval of the Board of Directors. The members of such committee and its chairperson shall be appointed by the Board of Directors, and at least one member of the committee shall be affiliated with the host agency and may be designated by such agency. The committee may receive bids for holding such conferences from members, shall investigate places and facilities to be considered and shall report to the members and make its recommendation for the time, place and facility for the annual meeting and conference no later than two (2) years prior to the time for such meeting and conference. In planning for the annual meeting and conference, the committee shall not consider any facility that does not fully comply with the purposes of the Association..

Section 6.2 NOMINATING COMMITTEE

There shall be a Nominating Committee which shall be composed of representative member agencies as follows:

- (a) Two (2) persons appointed by the president of the Association, one of whom shall be designated chairperson of the committee; and
- (b) One (1) person selected from a member agency located in each of the geographical regions elected by each such region.

The committee shall distribute to the members prior to the annual meeting a list of its nominations for those offices and positions to be filled at that meeting.

Section 6.3 RESOLUTIONS COMMITTEE

There shall be a Resolution Committee responsible for recommending to the members at the annual meeting that the Association adopt certain policies and positions. The members of the committee and its chairperson shall be designated by the Board of Directors.

Section 6.4 CREDENTIALS AND ELECTIONS COMMITTEE

There shall be a Credentials and Elections Committee responsible for the determination of qualifications of agency applicants for membership in the Association, the credentials of members, and the conduct of elections. Committee members shall consist of:

- (a) Two (2) persons appointed by the Board of Directors, one of whom shall be designated chairperson; and
- (b) One (1) person selected from a member agency located in each of the geographical regions as elected by each such region.

The committee shall report to the members at the annual meeting on all determinations it has made.

Section 6.5 OTHER COMMITTEES

Other committees may be created by the president of the Association subject to the approval of the Board of Directors. Each such committee shall exercise such powers and perform such duties with respect to those matters prescribed by the Board of Directors.

Section 6.6 TERMS OF OFFICES

Members of the Nominating Committee and the Credentials and Elections Committee shall serve a term of office of two (2) years to the annual meeting for the election of all officers and directors, coextensive with the terms of office served by the officers.

ARTICLE 7 DUES

Section 7.1 DUES

Dues and regulations concerning dues shall be fixed by the Association at such annual meeting. Payment of the duly prescribed dues shall be required for continued membership. Members' dues are due and payable for the period of the Association's fiscal year beginning July 1 of each succeeding year, and shall be delinquent if unpaid after June 30 of each such fiscal year.

ARTICLE 8 RESOLUTIONS

Section 8.1 RESOLUTIONS

Proposals for the expression of policy or authorized of special action on behalf of the Association shall be submitted to the Resolutions Committee. Resolutions reported favorably or without recommendation by the Resolutions Committee may be adopted by the members. Resolutions disapproved or not reported by the Resolutions Committee may be brought before the members upon request by one-third of the members present and voting, but only after completion of action on the report of the resolutions Committee. Any member of the committee may file a minority report and shall be recognized by the presiding officer for the purpose of moving its acceptance. The Resolutions Committee's report shall be distributed to the members in advance of the annual meeting. Except as herein before provided, other resolutions shall be considered by the members only upon consent of two-thirds of the members present and voting. Resolutions adopted by the Association are solely its pronouncement and become policies of the members only upon appropriated action by the members themselves. Reports of resolutions adopted shall contain the vote by which the resolution was adopted and a notation of members dissenting and abstaining.

ARTICLE 9 LIMITATIONS

Section 9.1 MEMBERS

No person, member or group of members shall represent or speak for or on behalf of the Association unless duly authorized by the members or by two-thirds vote of the Board of Directors. However, any member agency is at liberty to speak independently or take a position on its own behalf at any time and to speak on any established programs or policy of the Association.

Section 9.2 COMMITTEES

No committee may take any position, make any public statement, testify or otherwise act on any matter in its capacity as a committee of the Association unless the proposed position or action has been submitted to and approved by the members of the Association. Where it is not practicable for the members of the Association to meet on such a matter and where the matter is of considerable urgency or importance, the Board of Directors may approve the proposed position or action provided it is not contrary to a position, policy or program adopted by the members or by the Board of Directors.

ARTICLE 10 BY-LAWS AMENDMENTS

Section 10.1 AMENDMENTS

These By-Laws may be altered, amended, or repealed by a two-thirds majority vote of members present and voting at the annual or special meeting of the Association, provided written notice of the proposed amendments or other action and an explanation thereof shall have been mailed to the members no less than thirty (30) days prior to the meeting at which such amendment or change is to be considered and voted upon.

Section 10.2 QUORUM

Two-fifths of the total membership of the Association shall constitute a quorum for the purpose of voting upon or ratification of any alternation, amendment or repeal of the By-Laws.

Section 10.3 EFFECTIVE DATE

Unless otherwise provided, amendments to the By-Laws shall become effective immediately upon adoption.

ARTICLE 11 MISCELLANEOUS

Section 11.1 SEAL

The Board shall provide a corporate seal stating the corporate name, and state and year of incorporation, which shall be in charge of the secretary and shall be used as authorized by these By-Laws.

Section 11.2 FISCAL YEAR

The Association's fiscal year shall consist of twelve months which shall close annually on June 30th.

Section 11.3 CHECKS

All checks, drafts or other orders of the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 11.4 NOTICE AND WAIVER OF NOTICE

- (A) Any notice of meetings required to be given under these By-Laws to members and/or directors may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein.
- (B) Unless otherwise specifically provided in these By-Laws, all notices required by these By-Laws shall be printed or written, and shall be delivered either personally or by electronic mail, facsimile, messenger or other private delivery service or U.S. mail. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member or director at such person's address as it appears on the records of the Association. If electronically mailed or sent by facsimile, the notice shall be deemed to be delivered when sent to the official electronic mail address or facsimile number for the member agency, as contained on the Association's official membership list.

Section 11.5 ACTION BY WRITTEN CONSENT IN LIEU OF MEETINGS

Any action required or permitted to be taken at a meeting of the members or of the Board of Directors or of any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or by all of the members of the Board or of such committee, as the case may be, and such consent shall have the same force and effect as a unanimous vote. Consent in writing shall include written consent given in the form of an electronic message or facsimile if such is sent from the official electronic mail address or facsimile number for the member agency, as contained on the Association's official membership list.

Section 11.6 ARTICLES OF INCORPORATION AND STATUTE

The Association shall be limited to doing only those acts and things authorized and permitted by and not contrary to its articles of incorporation and the law under which it is incorporated and any tax law under which it secures any measure of tax exempt status.

Section 11.7 REGISTERED OFFICE

The Association shall maintain a registered office in the District of Columbia and a registered agent thereat, subject to change thereof in the manner prescribed by Law.

Section 11.8 OTHER OFFICES

The Association may have such other offices and places of business within or outside the District of Columbia as the Board of Directors shall determine.