

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

(As Adopted September 29, 1973, and amended through August 17, 2022)

**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, diversity or equity 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;
  - b. the names and titles of its commissioners and staff, and the official electronic mail address and website link for the member agency;
  - c. a statement certifying that the member agency has the support of elected officials in that agency's jurisdiction.

(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.

(C) **HONORARY BOARD OF ADVISORS**

Persons who are selected by the Board of Directors, who meet the Board's requirements for this position, may serve on the Honorary Board of Advisors. Such individuals shall serve to advise the Board and Association and shall have certain duties, responsibilities and privileges, as prescribed by the Board.

**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 thirty (30) 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 Board of Directors for its consideration and approval at the next meeting.

**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 of 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 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 Board of Directors, for the purposes of electing officers and the Board of 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 in person or virtually at such times 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 fewer than sixty (60) days prior to such meeting.
- (b) For all other meetings, not fewer 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 not call the meeting to order, and no official business may be transacted.

### **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 a majority vote of those members present and voting.

**Section 3.7 RECORDS OF PROCEEDINGS**

A record of the Association's business shall be maintained by the Secretary. 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 by law, the most recent edition of Robert Rules of Order may govern matters of procedure at all meetings of the Association. However, any rule or procedure may be suspended by a vote of a majority 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, Assistant Treasurer and Secretary. The offices of Treasurer and Secretary may be held by the same 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 for monies paid 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 ASSISTANT TREASURER**

The Assistant Treasurer shall assume the job of Treasurer if the Treasurer is unable to fulfill the duties of the office and shall assist in other duties of the Treasurer under the Treasurer's direction.

**Section 4.9 SECRETARY**

The Secretary shall keep the records 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 4.10 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) When 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 4.11 VACANCIES OR REMOVAL FROM OFFICE**

- (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 shown to have been received by that officer. 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 reason(s) 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) Except in the case of a Regional Director, when a vacancy occurs in any office other than President, the Board of Directors shall appoint within 60 days a successor to serve the unexpired term.
- (D) 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 electronic mail ballot of the members of the region until the next annual membership meeting, at which the vacancy shall be filled by an election.

### **ARTICLE 5 BOARD OF DIRECTORS**

#### **Section 5.1 NUMBER**

The number of directors comprising the Board of Directors of the Association shall not be fewer than three (3) nor more than 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 of four geographical regions and elected by the members of that 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.
- (f) The Head or Designated Representative of a national association of governmental human rights agencies, such as the Canadian Association of Statutory Human Rights Agencies (CASHRA).

### **Section 5.2 POWERS**

The Board of Directors shall develop and execute annual plans and a budget 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 of Directors shall meet upon call of the President, or at the request of a majority of the Board of Directors. No fewer than seven (7) days written notice of the purpose, time and place of such meetings shall be given to the Board by electronic mail.

All Directors must attend 75% of meetings during the fiscal year, unless excused due to illness, family emergency or mandatory work conflict.

### **Section 5.4 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 that 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 will request bids for holding such conferences and will make its recommendation for the time place and facility for the annual 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, comprised 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 Resolutions 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, and the conducting 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 and shall conduct elections at the annual meeting as required.

### **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 as prescribed by the Board of Directors.



### **Section 6.6 TERMS OF OFFICES**

Members of the Nominating Committee, Resolutions Committee and the Credentials and Elections Committee shall serve until the adjournment of the Annual Meeting.

## **ARTICLE 7 DUES**

### **Section 7.1 DUES**

Dues and regulations concerning dues shall be fixed by the Association at the 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.

## **ARTICLE 8 RESOLUTIONS**

### **Section 8.1 RESOLUTIONS**

Proposals for the expression of policy or authorization of special action on behalf of the Association shall be submitted to the Resolutions Committee. The Chair of the Resolutions Committee appointed by the President shall send a notice to members seeking resolutions no fewer than 30 days before the annual meeting. 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 2 weeks in advance of the annual meeting. 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 appropriate action by the members themselves. Reports of resolutions adopted shall be included in the minutes of the annual meeting and shall include the vote by which the resolution was adopted and a record 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 a special meeting of the Association, provided written notice of the proposed amendments shall have been mailed electronically to the members no fewer 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**

One-fifth of the total membership of the Association shall constitute a quorum for the purpose of voting upon or ratification of any alteration, 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.

### **Section 10.4 EMERGENCY SUSPENSION OF BY-LAWS**

In the event of a declared emergency preventing in person meetings of the Board and membership, the Board may suspend provisions of the By-laws to provide continuity of operations, effective leadership and fiscal responsibility.

## **ARTICLE 11 MISCELLANEOUS**

### **Section 11.1 SEAL**

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

### **Section 11.2 FISCAL YEAR**

The Association's fiscal year begins on July 1 and ends on June 30.

### **Section 11.3 CHECKS**

All checks, drafts or other orders of the payment of money, notes or other evidence 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. The President and Treasurer shall have signature authority unless changed 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 or 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, the notice shall be deemed to be delivered when sent to the official electronic mail address 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 if such is sent from the official electronic mail address of 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 and registered agent in the District of Columbia.

#### **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.

#### **Section 11.9 STANDARDS OF CONDUCT**

Officers and Directors will file an annual Conflict of Interest Statement and acknowledge any personal or financial conflicts, on which the Board shall take action.