

Constitution & Bylaws
of
The International Association for Geoscience Diversity, Inc.


Through the recognition of limited support for students with disabilities, a national advisory was established in November of 2008 to promote accessibility research in the geosciences. Two years later, in November of 2010, international colleagues encouraged the expansion, and the name was changed to the International Advisory on Geoscience Diversity (IAGD). The IAGD is composed of faculty, students, industry representatives, disabilities researchers and members of the global community collaborating to promote and advance accessible geoscience education opportunities. The IAGD website is a repository for sharing teaching resources and also a place where students and faculty can interact as part of a larger community. Our aim in this regard is to reduce any academic isolation both faculty and students may feel in their own institutions while they work through the barriers of access to the geosciences.

As an international organization, our primary efforts are centered on increasing access for students with disabilities facing barriers to inclusion in geoscience programs. Our mission is to improve access to the geosciences for persons with disabilities and promote communities of research, instruction and student support. Our goals are to:

- Foster the diverse abilities of all geoscientists while fostering student engagement in geoscience career pathways
- Provide faculty professional development in instructional access and inclusion
- Unify and promote efforts of collaboration in research and instructional best practices
- Develop a community of resources for faculty and student support
- Advance knowledge of access and accommodation within the geosciences through scientific research

Adoption of IAGD Constitution and Bylaws

Adopted by the Board of Directors by resolution and vote of all directors on the date below:


_____, November 1, 2015

Executive Director, Signature


_____, November 1, 2015

Executive Committee Member, Signature

Constitution

Article I **BRANDING**

The name of this organization shall be the International Association for Geoscience Diversity, hereafter referred to as the IAGD, organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article II **PURPOSE**

The purpose of the IAGD shall be to improve access to the geosciences for persons with disabilities, promote communities for research and instruction, and support students.

Article III **MEMBERSHIP**

Membership in the Association consists of geoscience faculty, staff and students, geoscience industry representatives, disabilities education researchers, and affiliates of the global Science, Technology, Engineering and Mathematics (STEM) community all of whom have full and equal voting rights.

Article IV **MANAGEMENT**

The affairs of the Association shall be managed by members of the Executive Committee duly elected at regular intervals from the voting membership of the Association. As provided in the Certificate of Incorporation, as amended, the number of Executive Committee members shall be no fewer than five (5) nor more than ten (10), as may be provided from time to time by the Bylaws.

Article V **ANNUAL MEETING**

The Annual General Meeting of the Association shall be held at such time and place as the Executive Committee may prescribe, in order to conduct such business as may properly come before the Association. This meeting will be physically held in conjunction with other society meetings, and also followed-up virtually as to include the maximum membership possible.

Article VI
STATUTORY OFFICE

The statutory office of the Association shall be in the City of Cincinnati, County of Hamilton, and State of Ohio, and Country of the United States of America as required by the Certificate of Incorporation.

Article VII
STATUS OF TAX EXEMPTION

The affairs of the Association shall at all times be managed in such a way as to preserve and safeguard its tax-exempt status.

Article VIII
BYLAWS

Bylaws consistent with this Constitution or with the Certificate of Incorporation shall be adopted at the time of the adoption of this Constitution and may be amended as therein provided.

Article IX
AMENDMENTS

Amendments to this Constitution must be proposed no less than sixty (60) days before an annual General or Special meeting of the Association by a majority vote of the Executive Committee, or by a petition signed by ten percent (10%) of the membership of the Association of the voting membership of the Association in order to set forth in the notice of such meeting, and may be adopted by a majority of the membership present in person or by proxy at that meeting.

AMENDED AND RESTATED BYLAWS OF
THE INTERNATIONAL ASSOCIATION FOR GEOSCIENCE DIVERSITY, INC.

ARTICLE I - Branding

The name of this organization shall be the International Association for Geoscience Diversity, hereafter referred to as the IAGD, organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1. COPYRIGHT

- A. Control of the IAGD's copyright in materials published by it is vested in the Executive Committee. No material copyrighted by the IAGD shall be released for use by others without prior approval of the Executive Committee and subsequent authorization in writing by the Director.

2. PERMISSIONS FOR USE

- A. The use of IAGD stationery, the names "International Association for Geoscience Diversity", "IAGD", and/or any of IAGD's logos without the prior consent of the Executive Committee is prohibited
- i Individuals or firms requesting permission to use the IAGD's logos, copyrights, trademarks or service marks shall do so in writing to the Executive Committee.

ARTICLE II – Purpose

The purpose of the IAGD shall be to improve access to the geosciences for persons with disabilities and promote communities of research, instruction, and student support.

ARTICLE III – Statutory Office

The office of the IAGD will be connected to the physical location of the Director, currently located at the University of Cincinnati, 511E Teachers College, STEM FUSION Center, Cincinnati, OH 45221, USA

ARTICLE IV – Membership

Membership shall be open to any person who supports the purpose of the IAGD and who meets the requirements set forth in the Bylaws.

1. MEMBERS

- A. Qualifications. Any persons who is interested in and committed to advancing the education and inclusion of students with disabilities in the geosciences is welcome to join IAGD.
- B. Cost. There is no cost or annual dues to join the IAGD.
- C. A member is any person who has filled out the application to join form on the IAGD's website. Membership will continue from year to year until said member requests to be removed from the membership roster.
- D. Voting. Members may vote in all Association elections and have all rights and privileges of membership as detailed elsewhere in these Bylaws.

E. Rights and Privileges. Members in good standing are entitled to promote themselves as Members of the IAGD and share in the resources of the IAGD network.

2. APPLICATIONS

A. Applications for membership shall be transmitted in writing to the Executive Director.

3. TERMINATION/EXPIRATION OF MEMBERSHIP

A. Except as otherwise provided elsewhere in these Bylaws or the Certificate of Incorporation, membership shall be terminated by death, resignation, or dissolution and liquidation of the organization.

4. RESIGNATIONS

A. Resignation from membership or affiliation shall be transmitted in writing to the Executive Director.

5. SUSPENSIONS

A. Any member in the Association may be terminated or suspended by the Executive Committee, after a hearing or opportunity to be heard, for conduct deemed prejudicial to the interests of the Association.

ARTICLE V – Management (including officers and election)

1. EXECUTIVE COMMITTEE

A. The IAGD shall be governed by an Executive Committee, which will be elected positions from among the membership. The Executive Committee shall be empowered to act for the Association between its regular meetings. All actions of the Executive Committee shall be reported to the Association membership for its information, and shall be subject to ratification by the membership at its first meeting following such action. The Executive Committee shall consist of at least five (5) elected members of the Association and two (2) appointed members-at-large. The Director shall be chair of the Executive Committee, and the presence of one-half or more of its members shall constitute a quorum. The Executive Committee shall include:

Executive Director
Executive Secretary
Director of Marketing and Promotion
Director of Membership and Community Engagement
Chief Technology Officer
Director of Foundations
Executive Counselor (4)

2. GENERAL DUTIES AND POWERS

A. Executive Committee

i. The affairs of the IAGD shall be under the general direction of the Executive Committee, the sole policy making body of the IAGD. The Executive Committee shall work with the Executive Director to provide for the administration, management, preservation and protection of the property, goodwill and reputation of the Association; shall fix the date and place of the annual meeting and shall exercise its power to the extent allowed in these Articles of Incorporation and its Bylaws to administer, direct, manage and conduct the

affairs of the IAGD through the Executive Director and such other officers or persons as may be designated by the Executive Director.

- ii. The Executive Committee shall advise and assist the Executive Director in the direction of the IAGD's affairs, ratify or reject by majority vote those proposals presented for action by the Executive Director and undertake such other duties as the Executive Director may direct.
- iii. Meetings of the Executive Committee shall be called by the Executive Director and may utilize mail or electronic communications when specified by the Executive Director. There shall be a minimum of one (1) Executive Committee Meeting per year. Meetings of the Executive Committee may also be called by a majority of the Committee as provided for in the Bylaws.
- iv. The Executive Committee shall determine the duties of each standing committee and of each special committee. Each standing and special committee shall make its report directly to the Executive Committee at such times as the Committee may direct.
- v. The management of the affairs and the property of the Association shall be the responsibility of the Executive Committee. The Executive Committee shall have the authority, power and responsibility for the general management, control and general supervision of the affairs, business, activities, property and assets of the Association so that the corporate activities are consistent with the stated purposes of the Association and that no act is committed by the Association in contravention of its Constitution or Bylaws.

B. Executive Director

- i. The Executive Director will be responsible for the overall direction of the affairs of the IAGD
- ii. Shall appoint all directors with approval by majority vote of the membership, and shall supervise the performance of the other executive officers, councilors committee members and other appointees.
- iii. The Executive Director shall preside at the annual meeting, shall chair the business and Executive Committee meetings, shall authorize all disbursements of funds and shall ensure that the intent and purpose of the Constitution and Bylaws are met.

C. Executive Secretary

- i. The Executive Secretary shall assist the Executive Director in the overall performance of his or her duties.
- ii. The Executive Secretary shall:
 - a. produce and maintain minutes of the annual business meeting and all Executive Committee meetings and distribute said minutes to the members of the Executive Committee within a reasonable time as directed by the Executive Director.
 - b. maintain all of the IAGD's financial records, supervise and report all financial transactions at the direction of the Executive Director and Director of Foundations.
 - c. prepare an annual financial statement and an estimate of expenses to assist in the preparation of the annual budget,
 - d. assist the Executive Director and Director of Foundations in all financial planning.
 - e. perform other administrative duties as may be assigned by the Executive Director.

D. Director of Marketing and Promotion

- i. The Director of Marketing and Promotion shall plan and execute a program to publicize the IAGD's goals and objectives to current and prospective members, the media, members of the geoscience and disabilities research communities, and to the general public.
- ii. Work with the Executive Director and the Director of Foundations to identify funding opportunities to progress the mission and vision of the Association.

- iii. In charge of development of the bi-annual IAGD newsletter.
- E. Director of Membership and Community Engagement
 - i. The Director of Membership and Community Engagement will be responsible for improving the connection between the geoscience and disabilities research communities.
 - ii. Will work directly with the Executive Director and the Director of Marketing and Promotion to promote the IAGD to the global community in order to increase the global network of resources.
- F. Chief Technology Officer
 - i. The Chief Technology Officer shall oversee the development and management of the organization's web-based activities and all computer databases that are integral to the promotion of the organization and the overall progress of the global network of resources.
- G. Director of Foundations
 - i. The Director of Foundations will be responsible for the IAGD Foundation accounts as well as working directly with the Executive Director and Director of Marketing and Promotion to identify sources of funding and submit proposals for support to maintain activities of the Association.
 - ii. The Director of Foundations shall have the custody of Foundation funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Foundation and shall deposit all monies and other valuables in the name and to the credit of the Foundation into depositories designated by the Executive Committee.
 - iii. The Director of Foundations shall disburse the funds of the Foundation as ordered by the Executive Committee, and prepare financial statements each month or at such other intervals as the Executive Committee shall direct.
- H. Executive Councilor (4 seats)
 - i. Executive Councilors will be members-at-large, appointed to the Executive Committee for a two-year term with full voting privileges on all issues that come before the Executive Committee.
 - ii. These appointed officers will assist the Executive Director in all areas of administration and promotion of the Association.

3. TERMS OF OFFICE

- A. Executive Officers.
 - i. Each Officer will hold a renewable two-year term. There is no limit to the number of terms an officer can hold, as long as he/she continues to be elected into the position by the membership.
- B. Executive Councilors.
 - i. Each Councilor shall serve for a two-year term beginning at the start of the fiscal year following that annual corporate meeting at which such Councilor's appointment is certified and ending at end of the fiscal year in which his/her term expires after the annual corporate meeting at which his/her respective successor's appointment is certified.
 - ii. Two new Councilors will be nominated and appointed each year, for a total of four (4) active executive counselors for any given year.

4. VACANCIES

A. Resignation

- i. If any member of the Executive Committee resigns during their term, the Executive Committee is responsible for maintaining the duties while seeking a proper replacement of the vacant office.

B. Termination of Office

- i. By a two-thirds vote, and after due notice, the Committee may request the resignation of or may terminate the term of any officer or director for any act or omission which it deems to be inconsistent with or harmful to the purposes, objectives, property, goodwill or reputation, of the Association.
- ii. Once so removed, that officer or director may not hold office or serve on the Executive Committee for a period of ten (10) years.

5. NOMINATION OF EXECUTIVE COMMITTEE

A. Nomination Committee

- i. No later than May 1 of each even numbered year (hereafter referred to as the election year) the Executive Director shall appoint a Elections and Appointments Committee consisting of no more than three members in good standing to collect nominations for all Executive Committee offices.

B. Nomination Timeline

- i. On May 1, the Elections and Appointments Committee shall electronically send to the membership a request for Executive Committee nominations.
- ii. From May 1 through June 30 of the election year, any member in good standing, including members of the Elections and Appointments Committee, may submit nominations to said committee.
- iii. On July 1, the Elections and Appointments Committee shall file with the Executive Committee a list of nominees for positions of Executive Councilors and Executive Officers to be elected or appointment for the ensuing year by the voting membership of the Association. Any person nominated as an Executive Councilor must be a voting member of the Association, and shall be selected as a candidate on the basis of his or her distinction of service to the community, geographic location, and field of interest. The Elections and Appointments Committee may exclude nominees only for due cause consistent with the Constitution and its Bylaws.
- iv. Any voting member of the Association may submit in writing to the Executive Director, on or before July 1, alternative nominations for one (1) or more of the positions to be filled. A list of all nominations shall be included in the notice of the annual corporate meeting. In addition to this method, space shall also be provided on the official ballot for write-in votes.
- v. On September 1, the Executive Committee shall prepare and cause to be electronically circulated to the voting membership of the Association a list of candidates for Executive Officers and Councilors for the ensuing year. The list of names shall normally be chosen from those submitted to the Executive Committee by the Elections and Appointments sub-Committee.
- vi. Except for the Executive Director, if an elective office becomes vacant, the remaining members of the Committee may elect a replacement to serve until the next regular election. Such service shall not count as a full term for the purpose any prescribed term limits.

- vii. If there are no nominations, or if any office remains vacant after an election, the Executive Director may appoint an individual to fill the office, after two-thirds (2/3) approval of the Executive Committee.

6. BALLOTS

- A. The Executive Committee shall cause to be prepared and electronically distributed to the voting membership with the notice of each annual corporate meeting of the Association, the official ballot with the candidates for Officers as set forth in Article V, Section 2 of these Bylaws. The official ballot shall also set forth other propositions that may come before the meeting. Ballots shall be returned by the voting membership as directed with the ballot. A voting member may authorize another person to act for the member at the annual meeting by signing the proxy and submitting it with the ballot. Such proxy shall also contain a provision that it will be accepted and exercised only if it is received not later than twenty (20) days before the date of the meeting.

7. ELECTION OF EXECUTIVE COMMITTEE

A. Official Ballot

- i. An official ballot containing (i) the nominations of the Executive Committee, (ii) nominations from the membership, (iii) any name received by the Executive Director in accordance with Section 4 above, and (iv) space for write-in votes, shall be circulated electronically to the voting membership of the Association with the notice of each annual corporate meeting. The notice shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting.
- ii. The candidate receiving the most votes for each respective office shall be declared elected. In case of a tie among those receiving the highest number of votes for any office, a run-off election shall be held immediately between those candidates who tied for the highest number of votes for that office.

ARTICLE VI – Committees

1. COMMITTEE APPOINTMENTS

- A. Standing or Special Committees may be created upon appointed. Appointments to Standing or Special Committees will be made by the Executive Director, after approval of the Executive Committee. The Executive Director shall be an ex-officio member of all committees except the Nominating Committee.
- B. Standing or Special Committee Duties and Responsibilities
 - i. The Executive Committee is responsible for detailing the duties and responsibilities of each Standing or Special Committee, as outlined in Article V.2.A.iv.

2. STANDING COMMITTEES

- A. Elections and Appointments Committee shall make calls for nominations to office or committees, collect all nominations for office or committees, and cause a ballot to be sent to the membership for vote on all nominations.
- B. The Historian Committee shall maintain records of IAGD's activities and undertake correspondence necessary for the collection of related materials, documentation, and photographs.

- C. The Foundation Grants Committee shall collect all proposals for support from the membership to judge based upon a pre-determined evaluation tool. The grants will be awarded upon recommendation of the Foundation Grants Committee.

ARTICLE VII – Finances

1. ORGANIZATION

The IAGD is organized exclusively for educational and research purposes. No part of the net earnings of the Association shall be used for the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation 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 in the purpose clause hereof.

A Official

- i. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a.) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b.) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- ii. The IAGD is not organized and shall not be operated for the private gain of any person. The property of the Association is irrevocably dedicated to its educational and charitable purposes. No part of the directors, receipts, or net earnings of the Association shall inure to the benefit of, or be distributed to any individual. The Association may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

2. FISCAL YEAR

- A. The fiscal year of the IAGD shall extend from August 1 to July 31.

3. INCOME AND DISBURSEMENTS

- A. The Committee shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution to ensure the objectives and furtherance of the IAGD.
- B. When possible, comparisons for services should be obtained from more than one vendor to ensure proper expense of said service.
- C. All checks or demands for funds and notes of the Association must be signed by either the Executive Director, Director of Foundations, or Secretary, plus an additional member of the Executive, or such other person(s) as the Executive Committee may from time to time designate in accordance with any policy established by the Executive Committee as to the number of signatures required on checks above identified thresholds.
- D. All funds of the Association including the Foundation not otherwise employed shall be deposited within two (2) weeks of receipt to the credit of the Association in such banks, trust companies or other depositories as may be designated by the Executive Committee.

4. FOUNDATION

- A. The purpose of the IAGD foundation will be to promote the development of accessible and inclusive geoscience teaching and learning opportunities and provide such opportunities for students and practitioners to engage in accessible and inclusive research experiences. The

manner at which such opportunities and Requests for Proposals (RFPs) are presented to the community will be at the discretion of the IAGD Executive Committee.

5. DISSOLUTION OF ORGANIZATION

- A. In the event of the dissolution of the IAGD, the Committee shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all assets of the organization in accordance with the United States Internal Revenue Code.
- B. Upon termination or dissolution of the IAGD, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.
- C. The organization to receive the assets of the IAGD hereunder shall be selected by the discretion of a majority of the managing body of the IAGD and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the qualifying organization by one (1) or more members of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed.
- D. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the IAGD, then the court shall direct the distribution of its assets lawfully available for distribution to the Geoscience Education Division of the Geological Society of America, for the establishment of foundation fund to support students with disabilities studying in the geosciences.
- E. No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation 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 in Article III, Section 3.01.

6. ORGANIZATIONAL DEBT

- A. No officer or director of this corporation shall be personally liable for the debts or obligations of The IAGD of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII – Meetings

1. ANNUAL GENERAL MEETING

- A. The Annual General Meeting of the Association shall be held at such time and place as the Executive Committee may prescribe, in order to conduct such business as may properly come before the Association.
- B. Purpose
 - i. The purpose of the Annual General Meeting will be to conduct business of the Association for the upcoming year, examine and respond to requests for foundation support, discuss potential ways to increase access and inclusion in current and future geoscience programs, among others.

C. Location

- i. The Annual General Meeting of the members of the Association shall be held in connection with similar bodies of geoscience accessibility for the discussion of matters of mutual interest, but attendance at the annual meeting of the Association shall always be restricted to the membership of the Association.

D. Virtual Meeting

- i. During the spring, on a date determined by the Executive Committee, a virtual meeting will be conducted as a follow-up to include all members not able to attend the face-to-face meeting.

2. NOTICE OF MEETINGS

- A. Notice of the place, date, and hour of every meeting of the membership shall be given personally, by mail, or by electronic means to each member entitled to vote at such meeting. If the notice is given personally, by first-class mail, or by electronic means, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. Unless it is an annual corporate meeting, the notice shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. If mailed, notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the voting member at the address as it appears on the record of members, or if the member shall have filed with the Executive Director a written request that notices to him or her be mailed to some other address, then directed to such other address. If a meeting has convened and is adjourned to another time and place, no notice is required if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

3. SPECIAL MEETINGS

- A. Special meetings of the members of the Association, except as otherwise required by law, may be called at any time by the Director or a majority of the full Executive Committee. In addition, special meetings of the members may be convened by voting members entitled to cast two-thirds (2/3) votes, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than one month from the date of such written demand. The Executive Director upon receiving the written demand shall promptly give notice of such meeting, or if he or she fails to do so within five days thereafter, any voting member signing such demand may give such notice.

4. QUORUM

- A. An Executive Committee quorum shall be a majority of the total number of Officers and Appointees.
- B. A quorum at the Annual Meeting shall be no less than five (5) members present, or present via virtual-conferencing..

ARTLCE VIII – Conflicts of Interest

- 1. All Board and Committee members, including the Executive Director, shall abstain from any decisions that may result in a conflict of interest, financial or otherwise, on the part of that individual and the business of the Association.

2. STATEMENT OF POLICY

- A. These Bylaws recognize that either real and apparent conflicts, or dualities of interest, sometimes occur in the course of conducting the Association’s affairs. A conflict as used in these bylaws refers to those circumstances as defined in the Association’s Policy on Conflict of Interest and Disclosure of Certain Interests (the “Conflict Policy”). Conflicts are undesirable because they may place the interests of others ahead of the Association, and because they often reflect adversely upon the persons involved, regardless of the actual facts or motivations. Therefore, the Association’s affirmative policy, as set forth in these Bylaws and in its Conflict Policy, shall be to require that each officer and member (as defined in the Conflict Policy and hereafter referred to as “Responsible Persons”) (a) be familiar with the terms of the Conflict Policy; (b) disclose to the Executive Director any possible personal, familial or business relationships that reasonably might give rise to a conflict involving the IAGD; and (c) not vote on contracts or transactions with regards to which s/he may have a conflict, as further defined in the Conflict policy. This Section and the Conflict Policy shall be interpreted to be consistent with the Ohio Not-for-profit Corporation Law and the Internal Revenue Service as respects tax-exempt organizations.

3. DISCLOSURE OF ALL CONFLICTS

- A. All Responsible Persons under the Association’s Conflict Policy shall (a) annually complete a disclosure form identifying any relationships, positions or circumstances that s/he believes could contribute to a conflict of interest. In addition, each such person shall disclose any real or apparent conflicts prior to Executive Committee action on a contract or transaction involving such conflict. Such disclosure shall be reflected in the minutes of the meeting.

4. PRESCRIBED ACTIVITY BY PERSONS HAVING CONFLICTS

- A. As further set forth in the Association’s Conflict Policy, all Responsible Persons with a real or potential conflict of interest shall not participate in or be permitted to hear the Executive Committee’s discussion of the matter pertaining to the conflict except to disclose material facts and respond to questions. Such Responsible Person shall not be counted in determining the presence of a quorum for purposes of a vote on the matter pertaining to the conflict; the remaining disinterested members of the Executive Committee, as the case may be, may vote on the matter. Such person’s ineligibility to vote shall be reflected in the minutes of the meeting.

ARTICLE IX – Amendments to the Bylaws

1. Amendments to the Bylaws may be made by a majority vote of the membership present at any Annual General Meeting of the Association. Every such amendment may be repealed by a majority of the voting membership present in person or lawfully represented at the next Annual General Meeting or special meeting of the Association. Any proposal for a repealed amendment must be presented to the Executive Committee no less than sixty (60) days before the next Annual General Meeting or special meeting of the Association by a petition signed by ten percent (10%) of the voting membership of the Association in order to set forth in the notice of such meeting.
 - A. Proposing Amendments
 - i. An amendment to the Constitution and Bylaws may be proposed by a petition signed by no less than ten percent (10%) of the current voting membership.
 - ii. An amendment to the Articles of Incorporation may be proposed by a majority vote of the Executive Committee.
 - B. Timeline
 - i. Any proposed amendment must be received by the Executive Secretary no less than sixty (60) days prior to the annual business or virtual meeting upon where a vote will be cast.
 - ii. Proposed amendments must be sent to the membership no less than thirty (30) days prior to the annual business or virtual meeting upon where a vote will be cast.
 - C. Voting
 - i. All amendments must be ratified by a two-thirds (2/3) majority of those members voting if voted on by ballot presented to all members in good standing or by two-thirds of those voting if brought before a duly constituted quorum at the next annual business, or virtual meeting if properly presented to the membership.
 - D. Implementation and Adoption of Amendments
 - i. The Executive Committee may implement an amendment if it deems such action to be in IAGD's best interest.