

INTERNATIONAL LISTENING ASSOCIATION CONSTITUTION

Ratified March 2017, Omaha, NE

ARTICLE I - NAME

The name of the association shall be the International Listening Association, herein referred to as the Association and to be abbreviated as ILA.

ARTICLE II – MISSION AND VISION

Mission: To advance the practice, teaching, and research of listening throughout the world.

Vision: To be the international leader of listening practices, teaching, and research. The mission and vision of the Association shall be accomplished in the following ways:

1. The Association shall establish a network of professionals committed to promoting the study and development of effective listening.
2. Members shall exchange information by sharing teaching objectives, learning activities, promotional methods and materials, and additional professional experiences.
3. Members are encouraged to pursue listening research as listening affects humanity on multi-levels of economics, education, race, culture, and international relations.
4. Members shall pursue management strategies and efforts promoting effective listening in government and business.

ARTICLE III - MEMBERSHIP

Section 1. Membership in the Association shall be open to any individual interested in furthering the purposes of the Association.

Section 2. Categories.

- A. **Regular.** A person shall become a Regular Member upon filing an application and paying the annual dues of the Association. A person may join the Association for a two-year period and receive a discount, determined by the Executive Board, over the entire cost of the dues.
- B. **Student.** A temporary, regular membership shall be available to persons who are enrolled as students in an accredited institution of learning. Acceptance of the application shall result in a fifty percent reduction in the annual dues set for a Regular Member. Applicants will provide verification of their enrollment to the Second Vice-President (Membership). Student Membership is limited to a total length of five years. Appeals to exceed the five-year restriction must be made in writing to the Executive Board prior to the expiration of the fifth year of student membership. Appeals will describe any extenuating circumstances; the decision of the Executive Board is final.
- C. **Founding.** Any member who joined the Association during its first year and has maintained membership in the Association from that time forward shall be listed in the Annual Convention Program each year as a Founding Member.
- D. **Organizational.** Any Regular Member who pays annual dues to the Association at the rate established by the Executive Board for organizational members shall be listed in the Convention Program for that year as an Organizational Member and receives all benefits designated by the Executive Board.

- E. **Lifetime.** Any member who pays a one-time fee, or a greater fee prorated over a five-year period, that is reviewed and set by the Association on the recommendation of the Executive Board, shall be listed in all future Convention Programs as a Lifetime Member. An asterisk shall be placed beside the names of Lifetime members who are deceased. Each Lifetime Member shall be entitled to a reduction in the annual convention fee.

All existing Lifetime membership dues payments will be held in perpetuity in an ILA interest-bearing account, and all interest earned will be reinvested in perpetuity until such a time that the ILA Lifetime Membership Fund matches the amount that Lifetime members paid in membership dues. At that point in time, all future interest will be transferred into the ILA General Fund for General Association use (Effective March 2010). At the end of the fiscal year, a minimum of 20 percent of the total income over expenses may be used to repay the Lifetime Membership Fund. Any amount greater than 20 percent requires authorization of the Executive Board.

- F. **Honorary.** Upon the recommendation of the Executive Board, Honorary membership may be conferred upon an individual by the Association. Active members will vote to confer the Honorary membership, which will be given upon unanimous support. Only a person who has made significant, worthy, and ongoing contributions to the objectives of the Association shall be considered for Honorary membership. Honorary members shall receive all the rights and privileges of Regular members and shall be exempt from the payment of regular dues.
- G. **Retired.** Any retired person who has been a member of the Association for at least five years may become a Retired Member upon filing an application and paying the annual dues of the Association. Acceptance of the application shall result in a 50% reduction in annual dues set for a Regular Member. The Executive Board may consider waiving the five-year membership requirement.

Section 3. Dues. Annual dues shall be payable in advance for one year. Annual dues shall be reviewed on an annual basis and set at the Association's annual convention by the Executive Board. Memberships begin on the date of payment and are good for 12 consecutive months.

Section 4. Standing of Members. Membership reviews shall be completed monthly. Any member whose dues are delinquent shall be removed monthly from active membership, with consequent loss of all privileges. Such a member may be reinstated upon full payment of dues for the year in which the reinstatement is made. Membership may also be suspended or revoked upon the recommendation of the Executive Board and by a majority vote of the Association at its next Annual Convention. Such action shall be taken only for cause and shall be subject to the right of the member in question to present a defense in writing or in person.

ARTICLE IV - OFFICERS AND EXECUTIVE BOARD

Section 1. Officers. The officers of the Association shall be the Immediate Past President, President, First Vice-President, First Vice-President Elect, Second Vice-President, Secretary, three Members-at-Large, and one Student Board Member. Any member in good standing is eligible for election as an officer of the Association.

Section 2. Term of Office. The President, First Vice-President, First Vice-President Elect, and Immediate Past President shall serve a one-year term. At the end of the President's term, the President will serve as the Immediate Past President for a one-year term. The First Vice-President automatically shall become President for a one-year term after the President's term has expired. The First Vice-President Elect automatically shall become First Vice-President for a one-year term after the First Vice-President's term has expired. Members-at-Large, the Second Vice-President, the Secretary, and the Student Board Member shall each serve a two-year term.

- Section 3. Time of Assuming Office.** Each newly elected officer shall assume duties at the final session of the Association's annual convention and shall serve for the duration of the elected term or until a successor can assume the office.
- Section 4.** Before accepting nomination for an office, nominees must agree at their own expense to the following:
- A. Fulfill all duties and responsibilities of the office as outlined in the By-Laws.
 - B. Attend and participate in the Executive Board meetings based on procedures outlined in the By-Laws. Any officer who does not fulfill the responsibilities of the office in the judgment of the remaining Executive Board members, may be dismissed and replaced by an Association member appointed by the Executive Board. An elected Board member shall be removed from office as outlined in the By-Laws.
- Section 5. Executive Director.** The Executive Director shall be appointed by the Executive Board and shall be a nonvoting member of the Executive Board
- Section 6. Executive Board.** The Executive Board of the Association shall consist of the officers (President, First Vice-President, First Vice-President Elect, Second Vice-President, Secretary, Immediate Past President, three Members-at-Large, and a student member. The Executive Director is required to attend Executive Board meetings. A majority of the voting members of the Board constitutes a quorum of the Board. The President will serve as the editors' liaison to the ILA Board as needed (i.e. editors of the Listening Post, the International Journal of Listening, Web Editor, and Listening Education).
- Section 7. Nominating Committee.** The Nominating Committee shall consist of five ILA members. Committee members will elect a chair to the committee who will serve as a liaison to the First Vice-President-Elect. Duties of the nominating committee, include: 1) notifying members of upcoming position openings/vacancies; 2) gathering self-nominations and nominations from other members for these positions; 3) contacting and verifying willingness to serve prior to names being placed in nomination; 4) collecting a biographical/position statement from each nominee; 5) presenting names, positions, and position statements of all nominees to the First Vice President-Elect for each expired term of office or vacancy for election no later than October 1st. No Nominating Committee member may serve for more than two consecutive elected terms. Nominating Committee members may not be nominated for an Executive Board officer position while serving on the Nominating Committee. When soliciting nominations, the Committee will take into account possible geographical diversity, and professional and academic interests of the ILA membership. The Committee will follow election guidelines set forth in the ILA Constitution and/or Bylaws.

ARTICLE V - LIMITS

- Section 1. Net Earnings.** No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, Executive Board 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 in ARTICLE II hereof.
- Section 2. Official Sanction.** No member shall officially represent the Association or use the Association's symbols without the sanction of the Executive Board. Official sanction is defined further in the By-Laws.
- Section 3. Official Activities.** The Association shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publication, distribution, or endorsement of campaign literature. Notwithstanding any other provision of the By-Laws, the Association shall not carry on any other activities not permitted to be conducted (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, or any similar law of the United States of America enacted at some future time or (b) contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954, as amended, or any similar revenue law of the United States of America enacted at some future time.

ARTICLE VI - ASSOCIATION MEETINGS

Section 1. Annual Convention. The Association shall meet in full convention annually with location and date of the convention to be determined by the Executive Board and as defined in the By-Laws.

Section 2. Special Meetings. Special meetings of the Association shall be called as needed by the majority vote of the Executive Board. The Board also is required to call a special meeting upon receipt of a petition signed by ten percent of the active membership.

Section 3. Voting. The Executive Board shall propose issues upon which the membership shall vote. These votes include, but are not limited to, appointment to the Executive Board, amendments to the constitution or by-laws, and presentation of honorary membership. Thirty days prior to the annual meeting, the First Vice-President elect shall send out a list of proposed addendums and revisions. Discussion of the proposals will be open for 30 days, and may include electronic discussions or special meetings at the convention. Addendums, revisions, and deletions to the proposed amendments and by-laws may be proposed to the Executive Board at any time up to the conclusion of the Association's annual business meeting. The final version of the proposed addendum or revision will be sent to the membership for vote by the First Vice-President within 30 days of the conclusion of the annual convention. Given that all members have the ability to vote (either via email, or postal mail), a quorum is considered met for all issues proposed thirty days prior to the annual meeting.

For discussion of amendment and by-law addenda and changes, or when additional issues are raised during the annual business meeting that require a vote by the active membership, ten percent of the active membership attending the annual meeting is required to be in attendance at that meeting in order to bring the issue for a vote to the membership. If this quorum (10% of active members) is not met, the Executive Board will table the issue until after the conclusion of the annual meeting.

Electronic or postal literature is sent to the membership that includes the proposed motion (addendum or revision) to the constitution or the by-laws. Proposed changes will also be posted on the ILA website.

Discussion will be open for 30 days. Voting will open on the 31st day and will be open for 14 days at which time voting will close. Voting may be done by postal mail or email/online ballot.

- a. For a constitutional addendum or revision to pass, 15% of the current active membership must vote to constitute a quorum and 2/3 of those voting must affirm the motion to constitute a change. Voting options will include, "accept," "reject," "abstain."
- b. For a by-law addendum or revision to pass, 10% of the current active membership must vote to constitute a quorum and a majority of those voting must affirm the motion to constitute a change. Voting options will include, "accept," "reject," "abstain."
- c. If any change to the Constitution or By-Laws is required during the year between conventions, a similar process will apply: Electronic or postal literature will be sent to the membership that includes the proposed motion (addendum or revision) to the constitution or the by-laws. Proposed changes will also be posted on the ILA website. Discussion will be open for 30 days. Voting will open on the 31st day and will be open for 14 days at which time voting will close. Voting may be done by postal mail or online ballot. Voting options will include, "accept," "reject," "abstain."

Section 4. Voting for Elected Officers. The nominating committee will present candidates for elected positions to the membership no later than October 1st of each year. An email or postal literature is sent to the membership that includes the candidate's name, position she or he is running for, a position statement, and any other information the committee deems relevant. Candidate information will also be posted on the ILA website. ILA members will have 14 days from the time the initial candidates are presented to nominate additional candidates. Names of the additional nominees can be presented to any member of the nominating committee. On the 15th day the final slate of candidates will be presented to the membership by the First Vice President Elect. Discussion will open and be open for 30 days. Voting will

open on the 31st day and will be open for 14 days at which time voting will close. Voting may be done by postal mail or email/online ballot. The First-Vice President will be responsible for counting and reporting voting results. Given that all members have the ability to vote (either via internet, or postal mail), a quorum is considered met for all officer elections. Voting options will include “yes,” “no.” A plurality of votes will result in winning the election. In case of a tie, voting will be reopened for another 10 days. Member will be notified, and members who have not previously voted may cast their vote during this time period.

Section 5 **Parliamentary Authority.** All official meetings of the membership of the Association shall be conducted according to the most recent edition of *Robert’s Rules of Order*, which shall be the parliamentary guide when not in conflict with this Constitution. The presiding officer shall appoint a Parliamentarian to advise the Chair and the assembly at each annual convention.

Section 6. The Association’s use of the term “regional” also includes and encompasses those geographic areas which are located outside of the United States.

ARTICLE VII -- AMENDMENTS

Origin. Amendments to this Constitution shall be proposed by the Executive Board or by a petition signed by ten or more active members. Proposed amendments shall be sent to the membership at least thirty days before the annual convention.

ARTICLE VIII - DISSOLUTION

In the event of the dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such a manner as the Executive Board shall determine to such an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, or any similar revenue law of the United States of America enacted at some future time. Any remaining assets shall be placed in the hands of the authorities of the State in which the principal office of the Association is then located for their disposition according to the requirements set forth in this ARTICLE.