

BY-LAWS
OF THE
INTERNATIONAL ACADEMY FOR INTERCULTURAL RESEARCH

Sept. 21, 2008_(modified August, 2011)

The International Academy for Intercultural Research has been registered as a non-profit corporation in State of Mississippi, U. S. A, since 1998, and as a 501(c)(3) under the Internal Revenue Code since 2001.

ARTICLE I: PURPOSES

Section 1.1. The purpose. The primary purpose of the Academy is to promote intercultural understanding. In furtherance of this purpose, it shall (1) promote and encourage theory, research and practice in the field of intercultural relations, (2) disseminate to the public information regarding intercultural relations, and (3) encourage interchanges between people with an interest in intercultural relations.

Section 1.2. Restrictions. All policies and activities of the Academy shall be consistent with:

(1.2.1) Applicable federal, state, and local antitrust, trade regulation, or other legal requirements of the country in which it is incorporated; and

(1.2.2) Applicable tax exempt requirements in the country in which it is incorporated, including the requirements that the Academy not be organized for profit and that no part of its earning inure to the benefit of any private individual.

ARTICLE II: MEMBERS

Section 2.1. Membership Categories. The Academy shall have three categories of membership: Student Members, Full Members, and Fellow.

(2.1.1) Graduate Student Members. Graduate student membership is available to students in postgraduate programs in disciplines related to the purposes of the Academy.

(2.1.2) Full Members. Ordinarily, eligibility for full membership shall require a postgraduate degree in a field related to the interests of the Academy, from a recognized institution.

(2.1.3) Fellows. Fellows are individuals who have made significant and enduring contributions to the field of intercultural relations as evidenced by their scholarly work. They must be nominated to the Membership Committee by a Fellow. The Membership Committee decides which applications are forwarded to the Board of Directors. The vote of the Board of Directors for Fellow status must be either a consensus vote or, if that is not possible, a two-thirds majority vote. The vote for Fellow status occurs once a year and is to be held at the meeting of the Board of Directors or electronically.

Section 2.2. Qualifications. Qualifications of applicants for membership in IAIR shall be screened by the Membership Committee. New members' names shall be reported annually to the Board of Directors of the Academy.

(2.2.1) All applicants for membership must complete the application for membership form and submit it to the Membership Committee.

Section 2.3. Any Student Member, Full Member, or Fellow may petition the President to be

exempted from paying dues for financial reasons.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1. Board of Directors. The governing board of the Academy shall be a Board of Directors (hereafter referred to as the Board), which has overall authority and responsibility for the supervision, control, and direction of the Academy.

Section 3.2. Executive Council. The President, Past President, President-Elect, Secretary, and Treasurer constitute the Executive Council of the Board. The President Elect must be a Fellow of the organization; the Secretary and the Treasurer may be either Full Members or Fellows. The editor of the International Journal of Intercultural Relations (IJIR) shall be a member of the Board, provided that this journal is associated with the Academy. The Board shall also include four additional Full Members and four additional Fellows of the Academy. In addition, the founding President of the Board shall be a permanent member of the Board for as long as he is able to serve.

The President serves for a term of 2 years. The Secretary, Treasurer, and the Board members serve for terms of 4 years. Four Board members are to be replaced every 2 years (2 of which are to be Full members and 2 Fellows). The President and the Board members are elected by the Full members and Fellows of the organization.

(3.2.1) The President of the Academy shall be Chair of the Board with vote; the President-Elect of the Academy shall be Vice-Chair of the Board with vote.

(3.2.2) When necessary, the Secretary shall act as Parliamentarian at Board meetings (using Robert's Rules of Order). In the absence of the Secretary, the Board may appoint a parliamentarian.

Section 3.3. Meetings. Meetings of the Board shall ordinarily be held once every two years, generally in association with the biennial conference. A quorum at any Board meeting shall consist of a majority of the Board. The Executive Council may meet between meetings of the Board. A quorum of the Executive Council consists of 3 Council members.

At Board meetings, every effort shall be made to make decisions on the basis of a consensus of those present. In instances where this is not possible, decisions can be made by a two-thirds majority of Board members present at a meeting. Proxy voting is not permitted, nor is voting via e-mail or regular mail.

(3.3.1) Electronic Meetings. Upon the recommendation of a majority of the members of the Executive Council, additional meetings of the Board may be held via teleconferencing, telephone or e-mail (or other available electronic means). A quorum at any such meeting shall consist of a majority of the Board. No proxy voting is allowed at such meetings.

Section 3.4. Elections. The election of the President Elect and Board Members shall be by means

of a vote of the Fellows and Full Members. Candidates for President and Members of the Board shall be selected through a process of nomination and recruitment conducted by the Nominating and Elections Committee. The Nominating and Elections Committee shall seek nominations for the position of President and Board Member. This Committee shall issue a call to the Full Members and Fellows for nominations to the position of President and Board member at least 6 months before the next meeting of the Board. The Committee may also recruit Full Members or Fellows to run for election to positions for which they are eligible. In recruiting nominees, the Nominating and Elections Committee shall place a high value on diversity with respect to region, culture, race, gender, age, religion and other factors that shall contribute to a diverse Board.

All those who are eligible and wish or agree to run for these positions shall be listed on the ballot. The Nominating and Elections Committee shall prepare separate slates of candidates for the positions on the Board to be held by Full Members and by Fellows. Full Members and Fellows who are eligible to vote may vote for 2 candidates from each slate. The 2 people receiving the most votes from the Full Members slate and the 2 people receiving the most votes from the Fellows slate shall be awarded positions on the Board.

Full Members and Fellows who are eligible to vote may vote for only one candidate for President. The candidate for President who receives the most votes shall be awarded the Presidency.

The ballot shall be e-mailed to the Full Members and Fellows 9 months before the next Board meeting. Voting shall be closed 30 days after the ballots are distributed. The votes shall be counted by the Nominations and Elections Committee and the winners shall be announced by the President.

The Secretary and the Treasurer are appointed by the Board. They may be removed for malfeasance by a consensus of the Board or a two-thirds majority. In such cases, the Board shall appoint an interim from the Full Members or Fellows of the Academy.

Every effort shall be made to have the term of the incoming President and Board Members coincide with the end of the biennial conference.

(3.4.2) Re-election. Board members shall be ineligible for re-election after one term but may become eligible again after 2 years. The President may not succeed her/himself. The Secretary and Treasurer may succeed themselves for one additional term.

Section 3.5. Changes in the Board. After Board members are elected, changes may occur in the composition to the Board, as follows.

(3.5.1) Removal of Board Members. Board members may be removed for malfeasance by a consensus of the Board or a two-thirds majority. In such cases, the Board shall appoint an interim Board member from the Full Members or Fellows of the Academy.

(3.5.2) Vacancies: If a Board Member position becomes vacant, the seat can be filled by appointment of the Executive Council.

Section 3.6 Functions. The Board shall have the ultimate authority to make decisions for the Academy. The Board shall perform such duties as are incident to their offices as specified in Article 14. The Executive Council may make fiscal and other day-to-day decisions during the period between meetings of the Board. The President may authorize expenditures up to \$5000 without consulting the Board. Major fiscal decisions and other important decisions concerning the Academy are to be made by the Board.

ARTICLE IV: MEETINGS AND CONFERENCES

Section 4.1. A conference sponsored by the Academy shall be held biennially, unless otherwise decided by the Board.

Section 4.2. Notice. The Executive Council must give Board members reasonable notice of all meetings. The notice must include a description of the business to be discussed.

ARTICLE V: OFFICERS

Section 5.1. Officers. The officers of the Academy shall be: (a) President; (b) Past President; (c) President-Elect; (d) Secretary and (e) Treasurer. Their general duties are specified in Article 14.

ARTICLE VI: COMMITTEES

Section 6.1. Committees. The committees of the Academy shall consist of such standing committees as may be provided for by these by-laws and such ad hoc committees as may be created by the Executive Council or the Board.

(6.1.1.) Appointments. Recommendations for all committees (the Executive Council and the Board are not considered to be a committees) shall be made by the Executive Council. These recommendations are acted upon or modified by the Board which has the final say in these decisions, except as otherwise noted. If a member of a duly constituted committee resigns or must be replaced for non-performance or malfeasance between meetings of the Board, the Executive Council is authorized to select replacements: otherwise the Board makes replacement decisions.

Section 6.2. Rules. The Board may establish rules for committees' operation.

Section 6.3. Standing Committees. The Chair of each standing committee shall be appointed by the Executive Council. The Chair of a standing committee must be a Full Member or Fellow of the Academy.

(6.3.1) Membership Committee. The Membership Committee shall be responsible for the development and strengthening of the organization's membership base. The Committee shall review applications for membership and report its decisions to the Board annually. The

Committee shall consist of a Chair and no fewer than 2 members.

(6.3.2) Nominating and Elections Committee. The Nominating and Elections Committee shall be chaired by the Past President. The committee is composed of the Past President and Secretary who may select 2 other Full Members or Fellows to serve on it. It shall be the duty of this Committee to coordinate the process of obtaining nominations for Board members and the President Elect, as well as conducting and supervising the elections of the Academy. Members of this committee may not stand for election to the Board or Presidency.

(6.3.3) Conference and Program Committee. The Conference and Program Committee is in charge of the biennial conference of the Academy. At a minimum, it will be composed of a Chair and 2 members. The chair of this committee is responsible for organizing the program for the conference as well selecting the venue. It is expected that every four years (i.e., every other conference), the venue will be in the Americas, with the alternate conferences being in other parts of the world, depending on the availability of a sufficiently committed organizing committee consisting primarily local members of the Academy.

(6.3.4) Dan and Rae Landis Dissertation Award Committee. The responsibility of the committee is to give an award to the best dissertation in the field of intercultural relations in the prior two years. At a minimum, it will be composed of a Chair and 2 members. This award is given biennially.

(6.3.5) Early Career Award Committee. The responsibility of the committee is to give an award to the most deserving intercultural relations researcher whose achievements have occurred within a five year period after receiving their terminal degree (or equivalent). At a minimum, it will be composed of a Chair and 2 members. This award is given biennially.

(6.3.6) Lifetime Achievement Award Committee. The responsibility of the committee is to give an award to the most deserving Academy Fellow who has demonstrated a lifetime of significant achievements in the field of intercultural research and/or relations. At a minimum, it will be composed of a Chair and 2 members. This award is given biennially.

(6.3.7). Gudykunst Outstanding Book Award Committee. The responsibility of the committee is to give an award for the best book in intercultural research written by a member of the Academy. The award is given every two years at the biennial conference. At a minimum, it will be composed of a Chair and 2 members.

(6.3.8). Publications and Media Committee. The responsibility of the committee is to make recommendations to the Board on all publications being the name of the Academy. Among the recommendations are including evaluating and recommending a person to be Editor-in-Chief of the International Journal of Intercultural Relations, evaluating any proposals for social networking sites (e.g., Facebook, Twitter, etc.), as well as other matters that may be levied from time to time by the Board.

(6.3.7) Ombudsperson Committee. This committee deals with complaints of the members concerning the conduct of the Academy. At a minimum, it will be composed of a Chair and 2

members.

ARTICLE VII: DUES AND ASSETS

Section 7.1. Annual Dues. The annual dues for membership shall be established by the Board.

Section 7.2. Delinquency. Non-payment of dues for two years shall place members in an Inactive Status without the benefits of membership.

Section 7.3. Assets. In the event of dissolution of the Academy, all remaining assets shall be used and/or distributed for exclusively educational or scientific purposes within the contemplation of the appropriate tax code of the country in which the Academy is incorporated. The organization to which all assets shall be transferred in the event of dissolution of the Academy shall be determined by the Executive Council at the time of dissolution.

ARTICLE VIII : CONTRACTS, CHECKS, AND DEPOSITS

Section 8.1. Contracts. The Executive Council may authorize any officer or officers, agent or agents of the Academy, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to specific instances.

Section 8.2. Payments. All checks, drafts or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Academy, shall be signed by such officer or officers, agent or agents of the Academy in such a manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and the President of the Academy.

Section 8.3. Deposits. All funds of the Academy shall be deposited from time to time to the credit of the Academy in such banks, trust companies, or other depositories, as the Executive Council may select.

ARTICLE IX: BOOKS AND RECORDS

Section 9.1. The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board meetings, and shall keep at its registered or principal office a record giving the names and addresses of the Members entitled to vote (i.e., those who have paid their dues). All books and records of the corporation may be inspected by any Full Member or Fellow, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X: FISCAL YEAR

Section 10.1. The Fiscal year of the Academy shall begin on the first day of January and end on

the last day of December of each year.

ARTICLE XI: WAIVER OF NOTICE

Section 11.1. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of the U.S.A. or under the provisions of the Articles of Incorporation or by-laws of the Academy, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed to be equivalent to the giving of such notice.

ARTICLE XII: USE OF THE ACADEMY'S NAME

Section 12.1. No Member, Committee, or subgroup of Members of the Academy may take any action or issue any statement in the name of the Academy except through the authorization of the Board or on the basis of a two-thirds vote of the Executive Council.

ARTICLE XIII: AMENDMENTS AND REFERENDA

Section 13.1. Amendments and Changes in the By-laws. Amendments and changes to these by-laws may be proposed by the Board on its own initiative, or on petition signed by 20% of all of the Full Members and Fellows of the Academy. A copy of each amendment or change proposed, with space appropriate for voting and such explanation of the amendment or change as the Academy deems necessary, shall be sent to the last recorded e-mail address of each Full Member or Fellow. Thirty days after the date of distribution, the ballot shall be closed and the votes counted by the Nominating and Elections Committee. An amendment or change must be approved by at least 60% of all the Full Members and Fellows. Any change shall go into effect at the time of the next meeting of the Board.

Section 13.2. Referenda. A referendum of the Full Members and Fellows on any matter that is of concern to the membership (excluding the by-laws), including recall of Board Members, may be authorized by petition of 20% of all of the Full Members and Fellows of the Academy. Such a petition must be completed and submitted to the President of the Academy within a six-month period. The referendum so authorized shall be conducted by the Nominating and Elections Committee. Upon validation of the petition, it shall be e-mailed to the Full Members and Fellows together with a call for comment. After 60 days, the petition shall again be e-mailed to the Full Members and Fellows, together with the comments received, and a ballot for the vote. After 30 days, the votes shall be counted by the Nominations and Elections Committee. The referendum shall not be considered valid unless at least 60% of the membership in the Academy participates in the voting. If the referendum is approved by a majority of those voting, the results shall be binding upon the Academy.

ARTICLE XIV: DUTIES OF THE EXECUTIVE COUNCIL AND THE BOARD OF DIRECTORS

Section 14.1. The Board may change the duties of the President, Secretary, Treasurer, and Board Members.

Section 14.2. Role of the President. The President's responsibilities include:

1. Chairing the Board
2. Chairing the Executive Council
3. Functioning as the executive director of the Academy when one has not been appointed by the Board.
4. Providing guidance and new ideas to the Academy
5. Conducting meetings of the Board
6. Coordinating the relationship of the Academy with IJIR in collaboration with the Editor and publisher of IJIR (for as long as IJIR is associated with the Academy)
7. Coordinating the relationships among the standing committees (and other committees), the Executive Council, and the Board.
8. Overseeing or delegating the day-to-day business of the Academy in consultation with the Executive Council
9. Setting the agenda for the biennial meeting, in consultation with the Executive Committee
10. Maintaining communications with the membership
11. Naming the website monitor
12. Working with the President-Elect to facilitate her/his transition to the office of President.

Section 14.3. Role of the Past President. The Past President's responsibilities include:

1. Serving as a member of the Executive Council
2. Chairing the Nominating and Elections Committee
3. Issuing a call for nominations to the Board at least 6 months prior to the Board meetings
4. Soliciting nominations to the Board and forwarding them to the Board.

Section 14.4. Role of the President Elect. The President Elect's responsibilities include:

1. Serving as a member of the Executive Council
2. Serving as Vice Chair of the Board
3. Assuming and performing the duties of the President in the case of the death or incapacity of the President, continuing in office through her/his own term.

Section 14.5. Role of the Executive Council. The Executive Council's responsibilities include:

1. Advising the President, Secretary, Treasurer, and Board as needed
2. Making recommendations to the Board for all committee chairs and members, unless otherwise specified
3. Nominating individuals to the Nominating and Elections Committee for the positions of President and Board member
4. Authorizing changes in the annual budget in a fiscally prudent manner, as necessary.
5. Selecting and overseeing administrative staff
6. Meeting whenever necessary between Board meetings. These meetings may be held electronically.
7. Creating ad hoc committees, as necessary
8. Making recommendations to the Board for the positions of Secretary and Treasurer.

Section 14.6. Role of the Secretary. The Secretary's responsibilities include:

1. Maintaining all permanent records of the Academy
2. Recording meetings and maintaining records of them
3. Seeking the approval by the Board of the minutes for the last meeting of the Board
4. Providing information to the Website monitor on request
5. Coordinating the flow of information among the Executive Council members, the Board, the website monitor and the members of the Academy.

Section 14.7. Role of the Treasurer. The Treasurer's responsibilities include:

1. Insuring that the Academy maintains its finances in a manner consistent with applicable statutes for a nonprofit organization
2. Supervising the financial activities of the Academy
3. Reporting annually on expenditures, income, and assets (i.e., the budget) to the Board
4. Preparing a budget for the upcoming fiscal year for review and approval by the Board.
5. Authorizing expenditures as stipulated in the by-laws
6. Providing fiscal information and advice to the President, Executive Council, and Board when requested to do so.
7. Providing information to the Website monitor on request
8. Monitoring the fiscal aspect of the relationship of the Academy with the publisher of IJIR for as long as the Academy is associated with IJIR
9. Seeking to collect delinquent dues.

Section 14.8. Role of the Board of Directors. The Board of Directors' responsibilities include:

1. Exercising overall authority and responsibility for the supervision, control, and direction of the Academy
2. Formulating policy for the Academy within the limitations of the by-laws
3. Advising the President and the Executive Council
4. Authorizing the overall budget of the Academy and assigning amounts to the various categories of expenditures
5. Selecting conference sites
6. Attending meetings of the Board
7. Making final decisions on committee chairs and members
8. Approving or rejecting nominations for Fellow status made by the Membership Committee
9. Establishing rules for committees' operations
10. Overseeing the actions of all committees
11. Designating the duties of the administrative staff
12. Forwarding nominations for incoming editors of IJIR to the publisher for as long as the Academy is associated with IJIR
13. Establishing the dues of the Academy
14. Appointing the Secretary and Treasurer
15. Creating ad hoc committees as needed.

Section 14.9. Role of the Executive Director. The Executive Director's responsibilities include:

1. Establishing and overseeing the Academy office, including supervision of the office staff

2. Designing and maintaining the records of members of the Academy
3. Designing and maintaining systems for collecting and recording dues.
4. Serving as the link between the Board and the membership
5. Maintaining the records of the establishment of the Academy--e.g., incorporation and IRS designation and seeing that the organization fulfills any and all obligations under those documents.
6. Fulfilling other duties as determined by the Board.