

Appendix B

The Constitution and ByLaws Documents

This appendix shows which elements of the current Constitution and ByLaws document will remain with the Constitution and ByLaws as separate documents. The first vote for the ILA membership is to allow for these documents to be created as outlined here.

Elements Remaining with the Constitution

The CTF recommends the following elements remain with the Constitution of the ILA. If conferred by the membership, we additionally recommend several changes to wording and organization of this document. Those recommendations are found in Appendix C.

ARTICLE I - NAME

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

ARTICLE II - PURPOSE

The purpose of the Association shall be to promote the study, development, and teaching of effective listening in all settings and the practice of effective listening skills and techniques.

The purpose 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 full-time students in an accredited institution of higher learning. Such membership shall be limited to a maximum of five years although the Executive Board

may consider individual waivers for an extension of eligibility for student status. Acceptance of the application shall result in a fifty percent reduction in the annual dues set for a Regular Member.

C. Founding. Any member who joined the Association during the 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. Sustaining. Any Regular Member who pays annual dues to the Association at a rate established by the Executive Board for Sustaining Members shall be listed in the Convention Program for that year as a Sustaining Member and shall receive all benefits designated by the Executive Board.

E. 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 receive all benefits designated by the Executive Board.

F. 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.

G. Honorary. Upon the recommendation of the Executive Board, Honorary membership may be conferred upon an individual by the Association. 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.

H. Emeritus. Any retired person who has been a member of the Association for at least five years may become an Emeritus 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 and set at the Association's Annual Convention upon the recommendation of the Executive Board. Memberships begin on the 1st of the month following receipt and are good for twelve months.

Section 4. Standing of Members. Membership reviews shall be completed quarterly. Any member whose dues are delinquent shall be removed quarterly from the roll of active membership, with consequent loss of all privileges. Such 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 defence in writing or in person.

ARTICLE IV - OFFICERS

Section 1. Officers. The officers of the Association shall be the 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:

1. Fulfill all duties and responsibilities of the office as outlined in the Bylaws.
2. Attend and participate in the Executive Board Meetings. 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 if he or she misses two Board meetings within his or her tenure unless excused by the Board by a majority vote.

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, Editor of the Listening Post, Editor of the International Journal of Listening, Editor of The Listening Professional and the Association's Web Editor. Those Board members who are not officers shall be nonvoting members of the Executive Board. A majority of the voting members of the board constitutes a quorum of the board.

Section 7. Nominating Committee. A Nominating Committee shall be elected at the business meeting of the Association during the Annual Convention. The Nominating Committee shall consist of five individuals, no two of whom may reside in the same state. The Nominating Committee shall be composed of one each from the interest groups of business, education, and research, as well as one member to represent international members and one member selected at large, nominated from the floor, and elected by the membership in attendance at the annual convention. No member may be elected to two consecutive terms on the committee. An effort shall be made to provide that at least one of the members resides outside of the United States. The Nominating Committee will nominate one candidate for each expired term of office or vacancy for election at the Annual Convention of the Association. At least thirty days prior to each convention, information about the candidates shall be mailed to the

membership. Members of the Association may make additional nominations from the floor. Members of the Nominating Committee may not be nominated for Executive Board Office while serving on the Nominating Committee.

ARTICLE V

Section 3

3. A Nominating Committee shall be elected at the business meeting of the Association during the Annual Convention. The Nominating Committee shall consist of five individuals, no two of whom may reside in the same state. The Nominating Committee shall be composed of one each from the interest groups of business, education, and research, as well as one member to represent international members and one member selected at large, nominated from the floor, and elected by the membership in attendance at the annual convention. No member may be elected to two consecutive terms on the committee. An effort shall be made to provide that at least one of the members resides outside of the United States. The Nominating Committee will nominate one candidate for each expired term of office or vacancy for election at the Annual Convention of the Association. At least thirty days prior to each convention, information about the candidates shall be mailed to the membership. Members of the Association may make additional nominations from the floor. Members of the Nominating Committee may not be nominated for Executive Board Office while serving on the Nominating Committee.

ARTICLE VI - 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 symbols without the sanction of the Executive Board.

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 these Bylaws, 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 VII - 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.

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. Quorum. A quorum shall consist of ten percent of the active membership of the Association.

Section 4. Mail Ballot. Providing a quorum has been declared, the Association, by a two-thirds vote of the members present, shall have the power to call for a mail ballot of the entire membership as a way of deciding an important issue. A majority of the votes cast at the time designated, not to be less than thirty days from the date of mailing, shall constitute the desire of the membership and shall be binding on the Association.

Section 5. Proxies. Active members, unable to attend an annual or special Association meeting, may, by sending a signed statement to the Association Second Vice-President, designate another active member to serve as proxy. A proxy holder may cast as many votes by proxy as the number of designated proxies held.

Section 6. 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, Newly Revised, which shall be the parliamentary guide when not in conflict with these bylaws. The presiding officer shall appoint a Parliamentarian to advise the Chair and the assembly at each Annual Convention.

Section 7. The Association's use of the term "regional" also includes and encompasses those geographic areas which are located outside of the United States.

ARTICLE VIII - AMENDMENTS

Section 1. Origin. Amendments to these Bylaws shall be proposed by the Executive Board, or by a petition signed by ten or more active members. Proposed amendments shall be mailed to the membership at least thirty days before the Annual Convention.

Section 2. Vote. These Bylaws shall be amendable by a two-thirds vote of the active members voting at the Annual Convention providing a quorum has been declared. These Bylaws may be amended by a mail ballot as authorized in ARTICLE VII, Section 4.

ARTICLE IX - 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, or 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 or 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, as the Executive Board shall determine. 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.

Elements Moved to the ByLaws

The CTF recommends that the following elements be moved to a ByLaws document to be changed and updated by the Executive Board without the need for voting by the ILA members. If conferred by the membership, we additionally recommend several changes to wording and organization of this document; we also recommend the addition of Executive Board operating procedures. Those recommendations are found in Appendix C.

ARTIVE IV

Section 5. Duties of Officers

President

1. Shall preside at the Annual Convention of the Association.
2. Shall represent the Association at official functions.
3. Shall serve as Chair of the Executive Board.
4. Shall coordinate the activities of the Executive Board as the officers carry out their designated responsibilities.

First Vice-President

1. Shall perform all duties of the President in the event of the President's absence.
2. Shall become President for the unexpired term should the office of the President become vacant. In such a case, the First Vice-President shall also serve the next year as President.
3. Shall be Chair of the Annual Convention Program Committee and manage all designated Annual Convention responsibilities.
4. Shall serve on the Publications Committee.

First Vice-President Elect

1. Shall perform all duties of the First Vice-President in the event of the First Vice-President's absence.
2. Shall become First Vice-President for the unexpired term should the office of the First Vice-President become vacant. In such a case, the First Vice-President Elect shall also serve the next year as First Vice-President.
3. Shall assist the First Vice-President as requested.
4. Shall select the Annual Conference theme for the year serving as First Vice-President.
5. Shall make the Call for Papers for the Annual Convention in which he or she serves as program planner.
6. Shall become First Vice-President after one year.
7. Shall serve as Co-chair of the Financial Review Committee along with the Secretary.
8. Shall serve as Co-Chair of the Bylaws Revision Committee along with the Secretary.
9. Shall serve as chair of any summer conference approved by the Executive Board.

Second Vice President

1. Shall chair the Membership Committee.
2. Shall assume the responsibility of facilitating regional meetings approved by the Executive Board.

Secretary

1. Shall keep minutes of all membership and Executive Board meetings.

2. Shall serve as Co-Chair of the Financial Review Committee along with the First Vice-President Elect.
3. Shall serve as Co-chair of the Bylaws Revision Committee.
4. Shall, with the Vice President Elect, notify the general membership of the proposed by-law changes at least 30 days prior to the annual convention.
5. Shall forward the by-law changes approved by the general membership to the Executive Director within 30 days after the annual convention.

Immediate Past President

1. Shall serve as a voting member of the Executive Board.
2. Shall perform duties assigned by the President.

Section 6. Members at Large.

Member-at-large #1

1. Shall serve as Chair of the Public Relations Committee.
2. Shall be responsible for the internal and external public relations and publicity efforts of the Association.
3. Shall attend all Public Relations committee meetings.
4. Shall serve on the Publications Committee.

Member-at-large #2

1. Shall seek out Special Projects ideas from the members and confer with the President.
2. Shall assist in any Special Projects designated by the President.
3. Shall provide any other assistance requested by the Executive Board.

Member-at-large #3

1. Shall serve as Coordinator of Global Outreach and attend all Global Outreach meetings.
2. Shall coordinate the Association's global efforts.
3. Shall coordinate with the Publications Committee to ensure a global presence in the organization's publications.

ARTICLE V - EXECUTIVE BOARD AND COMMITTEES

Section 2. Student Board Member

1. Shall hold a student's status when elected.
2. Shall serve a two-year term.
3. Shall perform duties as assigned by the President.
4. Shall coordinate the Association's student related activities.

Section 3. Committees.

1. The association shall have the following standing committees chaired as set forth:
 Program Planning, First Vice President; Membership, Second Vice President; Financial Review, First Vice President Elect and Secretary, Co-Chairs; Bylaws Revision, First Vice President Elect and Secretary, Co-Chairs; Public Relations, Member-at-Large #1; Special Projects, Member-at-Large #2; Global Outreach, Member-at-Large #3; Nomination, Committee-Elected Chair. The chairs of the Standing Committees appointed by the President are: Archives, Awards, Business, Curriculum/Assessment, Elementary/Secondary, Local Arrangements, Research, and Site Selection.

2. The Executive Board shall have the authority to establish any other committees deemed necessary for the welfare and growth of the Association. Additional committees may be instituted by a majority vote of the membership present at any regular or special meeting of the Association.

NOTE: 3. Nominating Committee stays with Membership.

4. The chairs of the Research, Business, Curriculum/Assessment, and Elementary/Secondary Committees shall be elected by their members and confirmed by the President in the following manner. Each year a chair elect shall be elected by the committee to serve as chair during the following year. This member's name shall be reported to the President for confirmation. The Chair Elect shall perform the duties assigned by the committee and the chair. During the initial year the committee will elect both a chair and a chair elect.

5. The chairs of the Archives, Awards, Local Arrangements, Site Selection, and Publications Committees shall be appointed in the following manner. Each year the new President shall appoint a Chair Elect for each of these committees. The Chair Elect shall serve as the committee chair the following year. During the initial year the President shall appoint both a chair and a chair elect.

6. Association members may express interest in becoming members of the Research, Business, Curriculum/Assessment, and Elementary/Secondary Committees either by attending the meeting of the committee at the convention or by requesting of the President that they be placed on that committee. The President shall appoint the committee members within one month of the annual convention. The President shall designate the total number of committee members, which may vary from year to year, and the number will be designated at the President's discretion.

7. Membership on the Awards, Local Arrangements, Site Selection, and Publications Committees is arranged by Presidential appointment.

a. The Publications Committee shall be comprised of the Web Editor, Listening Post Editor, The Listening Professional Editor, the International Journal of Listening Editor, Member-at-Large Public Relations, First Vice-President, and two additional members.

8. Duties of the chairs of the Research, Business, Curriculum/Assessment, and Elementary/Secondary Committees.

a. Report committee election results to the President no later than April thirtieth or the date designated by the President.

b. Report the committee activities for the previous term to the President by March first or the date designated by the President.

c. Report the names of those attending the committee meeting and its plans for the following year to the president by April thirtieth.

d. Serve as a member of the Convention Program Committee for the following year.

e. Appoint a program subcommittee for the following year's convention. The function of this committee is to encourage programs proposal submissions.

f. Facilitate pre or post convention conferences for the following year.

9. Duties of the chair of the Awards Committee.

a. Facilitate the work of the committee

b. Solicit nominations for the awards

c. Make arrangements for the production of the award plaques, etc. with the Executive Director

d. Make arrangements for delivering the awards with the First Vice President and the Executive Director.

10. Duties of the Chair of the Local Arrangements Committee.

a. Obtain a list of Responsibilities from the Executive Secretary

b. Work with the First Vice President and Local Arrangements Committee in fulfilling these responsibilities

11. Duties of the Chair of the Site Selection Committee.

a. Facilitate the committee's research of potential sites and Local Arrangement chairs three years in advance of the associated convention

b. Report the recommendations of the committee to the President

12. Duties of the Chair of the Publications Committee.

a. Facilitate the work of the committee.

b. Ensure consistency of the Association's image and messages through its printed and electronic publications.

Section 4. Business Between Meetings. The President is authorized to consult the Board through communication channels inclusive of all forms of information technologies. All such decisions and/or actions shall be recorded by the Secretary and presented to the Board for approval at its next official meeting.

Section 5. Financial Review Committee. The Executive Board shall appoint a Financial Review Committee from among the membership, which will meet prior to the business meeting at the Annual Convention to review documents and records of all financial transactions and to certify their accuracy to members of the Association. The Secretary and First Vice President Elect shall serve as the Co-Chairs of this committee.

Section 6. Executive Director. The Executive Director shall be appointed by the Executive Board and shall be a nonvoting member of the Executive Board. The duties of the Executive Director shall be as follows:

1. Shall arrange for an office to be established including Association materials, stationary, computer equipment, files, and any other items deemed necessary to conduct the business of the Association.

2. Shall conduct the daily business of the Association.

3. Shall be responsible for all financial matters of the Association, including the receiving and recording of dues, donations, and other monies receivable; shall expedite payments of the bills of the Association and render an annual accounting to the Association.

4. Shall accept members into the Association upon payment of dues.

5. Shall maintain an up-to-date membership list and shall produce and distribute the Membership Directory.

6. Shall prepare a proposal for the annual meeting recommending the activities to be undertaken during the coming year. Such proposals should be consistent with the level of income being realized and projected for the coming year.

7. Shall aid in organizing and conducting the Annual Convention, including coordinating with the First Vice-President on convention planning, and any other duties necessary to assure a successful convention.

8. Shall sign all official financial documents of the Association.

9. Shall be bonded under a security protection service purchased by the Association, while serving as Executive Director.

10. Shall send copies of the Association's bank checking statements to the Secretary and the First Vice-President Elect, Co-Chair of the Financial Review Committee.

Section 7. International Journal of Listening Editor. The International Journal of Listening Editor shall be appointed by the Executive Board from a list of interested members in good standing presented by the President and shall be a nonvoting member of the Executive Board. Duties of the International Journal of Listening Editor are:

a. Shall serve a three-year term as Editor and a fourth year as Editor Consultant to the Incoming Editor.

b. Shall appoint an Editorial Board to assist in selecting, editing, and publishing scholarly writing.

c. Shall be responsible for making final decisions to meet established publication deadlines.

d. Shall publish the number of International Journal of Listening issues per year as approved by the Executive Board.

e. Shall confer with the President and Executive Board on selection of a qualified International Journal of Listening Business Manager.

f. Shall work closely with the International Journal of Listening Business Manager to promote the marketing and distribution of the Journal.

g. Shall work closely with the President and Executive Board in matters pertaining to the successful publication of the International Journal of Listening.

Section 8. Listening Post Editor. The Listening Post Editor shall be appointed by the Executive Board from a list of interested members in good standing presented by the President and shall be a nonvoting member of the Executive Board. Duties of the Listening Post Editor are:

a. Shall serve a three-year term as Editor and a fourth year as Editor Consultant to the Incoming Editor.

b. Shall be responsible for making final decisions to meet established publication deadlines.

c. Shall publish the number of Listening Post issues per year as approved by the Executive Board.

d. Shall work closely with the President and Executive Board in matters pertaining to the successful publication of the Listening Post.

Section 9. Web Editor. The Web Editor shall be appointed from a list of interested members in good standing presented by the President and shall be a nonvoting member of the Executive Board. Duties of the Web Editor are:

a. Shall serve a three year term as Web Editor and a fourth year as Consultant to the in-coming Web Editor.

b. Shall confer with a Publications Committee for matters relating to website content and format.

c. Shall be responsible for making final decisions regarding website content and format.

- d. Shall update the website on a regular basis.
- e. Shall work closely with the President and Executive Board in matters pertaining to the successful online publication of the website.

Section 10, The Listening Professional Editor. The Listening Professional Editor shall be appointed from a list of interested members in good standing presented by the President and shall be a nonvoting member of the Executive Board. Duties of The Listening Professional Editor are:

- a. Shall serve a three year term as The Listening Professional Editor and a fourth year as Consultant to the in-coming The Listening Professional Editor.
- b. Shall confer with the Publications Committee for matters relating to The Listening Professional content and format.
- c. Shall be responsible for making final decisions regarding The Listening Professional content and format.
- d. Shall serve on the Publications Committee.