

International Clean Language Association

By-Laws

The By-laws of the International Clean Language Association serve to provide a structured process for meeting the vision and objectives of the Association.

I. Members

1. The Association operates as a democratic membership organization, responding to members' interests and needs.
2. Dues and donations are collected to support the Association's activities, including maintaining its website, administrative support, and event planning and administration.
3. The Board shall determine categories of membership, defining qualifications, members' rights and responsibilities, access to Association services, and the dues structure.
4. Members may submit suggestions in writing to the Board for consideration and evaluation.
5. All members shall be invited to attend an annual online meeting, where they are entitled to vote on motions before the membership.
6. The Board may revoke the membership of any member who acts contrary to the interests, by-laws, Code of Ethics, or policies of the Association.
7. No part of the net earnings of the Association shall financially benefit or be distributable to its members, trustees, 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 the Articles of Incorporation.

II. Board of Trustees

1. Board members shall have a demonstrated interest in and commitment to Clean Language, the Association, and its community of interested parties. They shall commit to

the well-being of the Association as an entity, leaving their personal and professional agendas behind, and making decisions for the best of the entire organization.

2. The Board of Trustees shall manage the affairs of the Association. They implement the decisions of the annual meeting, oversee initiatives, and respond to members' interests and suggestions.

3. The Board is responsible for fiduciary oversight.

4. The Board is required to consider suggestions submitted by members, and determine their feasibility and fit with the Association goals. Submitters will be notified of the decisions the Board makes with a reasonable time period.

5. The Board shall have a minimum of five members. Trustees shall serve a term of three years, with terms staggered so that the Board replaces approximately a third of its members each year. The board should seek to maintain an odd number of members to reduce the likelihood of a tie when voting.

6. Members in good standing are eligible to nominate themselves to be considered for a position on the Board.

7. A Board member may be removed at any time by a majority vote of the entire Board for any reason.

III. Officers

1. The officers of the Board shall include a president, a vice president, a treasurer, and a secretary. The same person may hold the offices of Secretary and Treasurer. Officers will be elected by the Board members.

2. The President is responsible for the general supervision of the Association. They will schedule, set the agenda, and lead the board meetings in collaboration with the board members. They are an ex officio member of all committees of the Board. The President should be a signatory on any bank account or similar fiduciary service, and shall receive regular statements. The term of the President shall be no longer than three years.

3. The Vice President shall have all the powers and duties of the President whenever the President is absent or unavailable.

4. The Treasurer, who is also a member of the finance committee if one exists, shall supervise the funds of the Association, keeping full and accurate records, and reporting to the Board at quarterly meetings or, more often, in the event of an issue of concern. The Treasurer will review regular statements with the President or Executive Committee. The Treasurer shall be a signatory on any bank account or similar fiduciary service.

5. The Secretary shall ensure meeting minutes are taken and disseminated to all board members, and kept for future reference.

IV. Meetings of the Board of Trustees

1. The Board will meet quarterly or more often, if called to meet by the President or any three trustees.
2. Actions taken by a majority of the Trustees present at a meeting in which a quorum is present shall be the action of the Board of Trustees.
3. Board members who sit on committees shall report to the whole Board.
4. The Board shall:
 - Prepare plans for the coming year and a budget that reflects their requirements, to be submitted for approval at the annual meeting.
 - If necessary, revise the budget for the coming year to support the priorities established at the annual meeting.

V. Committees

1. The Board shall set up such committees as may be needed to conduct business and address the Association's and its members' goals. Every committee shall have, at a minimum, one board member who reports back to the Board regularly.
2. Non-board members who are Association members may serve on an ad hoc basis on committees. The committee members shall recruit ad hoc members. They may have voting rights on committee motions, but not on items before the Board. An ad hoc committee member may be removed at any time by a majority vote of the entire Board for any reason.
3. Committees may invite non-members to attend meetings to offer professional advice, but they shall hold no voting rights.

VI. Membership Meetings

Annual Meeting

1. The annual general membership meeting shall be announced no later than eight weeks before the meeting by an email sent to all members.
2. Members who wish to submit new business and suggestions for the annual meeting shall submit them to the Board at least 3 weeks in advance of the annual meeting to allow time for the agenda to be planned.

3. The Board will report on the activities of the Association taken in the past year.
4. Members shall approve the financial report from the past year.
5. Members shall approve proposed plans for the coming year.
6. Members shall approve the budget for the coming year, unless changes to the proposed plans require a reworking of the budget, in which case either another membership meeting will be called once the Board have revised the numbers, or a revised budget will be emailed out to membership for a vote.
7. Newly elected Board members shall be announced.

Other Meetings

A general meeting can be called by the board by petition signed by at least 10% of the membership.

VII. Credentialing

1. The Board shall support the establishment of credentialing standards that serve to enhance the credibility of Clean Language and its derivatives as professionally respected methodologies.

VIII. Code of Ethics

1. The members of the Association shall act with integrity, honesty, respect, and uphold high professional and ethical standards.
2. Members shall endeavor to conduct themselves in ways that support a collegial and encouraging environment for all Clean Language community members.
3. Members shall hold themselves individually accountable for their actions and decisions, and commit themselves to continuous learning and improvement.

IX. Dissolution

1. The Association may be dissolved by an annual or general meeting of the membership, scheduled at least two weeks in advance. Members will be invited to a meeting to discuss options. If after 60 days (or longer, if so determined at the meeting) no

momentum towards reinvigorating the Association is evident, another general meeting of the Association members will be called, and a vote taken to dissolve the Association.

2. Upon the dissolution of the Association, its assets shall be distributed to continue support of Clean Language and its community, as determined by the Board.

XI. Process for Amending the By-laws

1. By-laws may be amended by a 2/3 majority of the present votes of an annual meeting or a general meeting of the membership, called at least two weeks in advance.