



INDEPENDENT
EDUCATIONAL
CONSULTANTS
ASSOCIATION

Association Bylaws as Amended May, 2024

Article I. Name

The name of the corporation, founded in 1976, shall be the Independent Educational Consultants Association, Incorporated (IECA).

Article II. Purpose

The Independent Educational Consultants Association, Inc. (IECA) is an organization created to promote the highest ethical standards among individuals who serve students and their families in the professional practice of independent educational planning.

In accordance with this purpose, IECA:

- fosters communication between independent educational consultants and others involved in the education process;
- encourages professional development and provides continuing education to its members and related professionals.
- represents the interest of the association to the general public;
- promotes and monitors professional behavior as stated in the Principles of Good Practice; and
- provides support for individual educational consultants in the practice of their profession.

Article III. Membership

1. Voting membership shall be open to professional educational consultants who:
 - a. meet the criteria for membership, as established by the Board of Directors, and;
 - b. subscribe to the Principles of Good Practice of IECA.
2. Voting membership is extended only to individuals, and only a member may use the IECA designation on promotional materials.
3. Associate membership and Student membership shall be nonvoting and open to qualifying individuals, who:
 - a. meet the criteria as established by the Board of Directors and;
 - b. subscribe to the Principles of Good Practice of IECA.
4. Additional classes of membership may be established by the Board of Directors.
5. A member may resign from IECA by sending written notice to the association and by discharging all financial obligations.
6. Membership in IECA may be terminated by the action of the Executive Committee or, at their discretion, referred to the Board of Directors for action. The basis of termination may be for:
 - a. Failure to comply with the Principles of Good Practice
 - b. Failure to pay annual dues; or
 - c. Conviction of a felony.

Article IV. Meetings

1. There shall be an annual membership meeting held virtually or in person within 90 days of the end of the fiscal year at a time and place determined by the Board of Directors. The budget for the new fiscal year will be shared with the membership at this meeting.
2. Special general membership meetings may be called by the President of the Board of Directors or a majority either of the Board of Directors or the membership.
3. Written notice of meetings shall be communicated to each member via email and/or U.S. mail at least one month in advance of every general membership meeting, stating the purposes of each meeting called.

Article V. Quorum

1. Those Professional members voting in the annual spring election shall constitute a quorum.
2. A majority of the members of the Board of Directors shall constitute a quorum for a meeting of the Board of Directors.

Article VI. Directors

1. The Board of Directors shall have full authority and may exercise all the powers of the Association to carry out the affairs of the Association except as otherwise reserved to the members by these Bylaws. In the event of any vacancy in the Board of Directors, the remaining directors may exercise the powers of the full Board until the vacancy is filled.
2. The number of directors shall not be less than ten (10) or more than fifteen (15). The number of directors shall be determined by the voting members at any annual or special meeting called for the purpose of electing directors, and when so fixed shall continue to be the authorized number of directors until changed by vote.
3. Each director shall be a voting member in good standing of the Association and each elected director shall hold office for three (3) years following their election and until their successor is elected. One-third of the authorized number of directors shall be elected each spring. No director shall serve consecutive terms unless serving on the Executive Committee of the Board of Directors.
4. The Nominating Committee Chairperson shall notify the membership of the proposed slate for the Board of Directors at least sixty (60) days prior to the election closing date. Additional nominations may be made to the Nominating Chairperson or the Chief Executive Officer when they are:
 - a. written and signed by five members and the nominee
 - b. submitted 30 days prior to the election closing date.
5. The annual spring election of the Board of Directors shall be by electronic ballot. Voting will commence the week prior to the spring conference and will be open for 7 days, with a closing date just before or during the spring conference. If the spring conference is not held or is postponed, the election will be scheduled to conclude no later than June 15.
 - a. The Nominating chairperson shall present the slate, with additional nominations made in accordance with Article VI, Section 4 above, to the membership.
 - b. The Chief Executive Officer shall prepare and distribute electronic ballots using a secure provider, supervise the election process, and report the results to the President. The President will announce the results to the membership.
6. The Board of Directors shall convene within one week of the election.
7. Special meetings of the Board of Directors may be called by the President or a majority of the directors. Such a meeting may be convened in person or electronically and must be concluded within 30 days.

Article VII. Officers and Executive Committee

1. The Executive Committee of IECA shall have as its primary purpose to provide general direction and policies for IECA. It shall, except as otherwise noted herein, act for, and have and exercise the authority of, the Board of Directors in directing the affairs of IECA between the regular meetings of the Board of Directors. The Executive Committee of the Board of Directors shall consist of the following officers:

- a. President
- b. Vice President for Ethics and Standards of Practice
- c. Vice President for Education and Training
- d. Vice President for Membership and Engagement
- e. Vice President for Committees
- f. Secretary/Treasurer
- g. Immediate Past President

2. The Executive Committee shall:

- a. Determine qualifications for membership in IECA.
- b. Approve the appointments of the members to standing committees as consistent with these Bylaws.
- c. Establish special committees.
- d. Exercise those powers and responsibilities delegated to it by the Board of Directors, and these Bylaws.

3. The President shall hold office until the next annual spring election to be held in an even-numbered year.

4. All other officers of the Board of Directors and the Association shall hold office until the next annual spring election. The directors may remove any officer or director at any time by a majority vote of the directors. A vacancy, however created, may be filled by a majority vote of the directors.

5. The officers, President, Vice Presidents, and Secretary/Treasurer of the Board shall be proposed from past or presently serving members of the Board of Directors by the Nominating Committee and voted on by the membership during the annual spring election. A nominated board member may not also be nominated for an officer position unless they have previously been elected to serve on the board. The Nominating Committee shall present the slate of officers to the membership in writing **sixty (60)** days prior to the annual spring election closing date.

- a. The Chief Executive Officer will provide the Nominating Chairperson with a list of eligible candidates from the membership.
- b. The Nominating Committee chairperson shall solicit suggestions from IECA leadership for nominations for officers of the Association and members of the Board of Directors.

6. The normal term for the office of the President shall be two (2) years. The normal term for the Vice Presidents and Secretary-Treasurer shall be one (1) year, renewable. No officer may serve more than two consecutive years in the same office and no more than six consecutive years as an officer.

Article VIII. Powers and Responsibility of Officers and Past President

1. The officers of the Association shall be the President, Vice President for Ethics and Standards of Practice, Vice President for Education and Training, Vice President for Membership and Engagement, Vice President for Committees, and Secretary/Treasurer. Each officer shall have such duties and powers as described below and, in addition, shall work closely to share relevant information, communicate, and coordinate on activities relating to the membership.

2. The President of IECA shall:

- a. Serve as the chief officer of the Association and the Board of Directors. The President of the Board shall, subject to the direction of the Board of Directors, have general supervision and control of its business.
- b. Call and preside at all general membership meetings and at all meetings of the Board of Directors and the Executive Committee.
- c. Serve as an ex-officio member of all IECA committees, except the Nominating Committee.
- d. Appoint members of the standing and special committees as provided for by these Bylaws, subject to the approval of the Executive Committee.
- e. Serve, along with the Chief Executive Officer, as an official spokesperson for the Association, with the right to delegate this authority.
- f. Act as, or appoint, a parliamentarian to ensure that these Bylaws are adhered to at all meetings of the Association.

3. The Vice President for Ethics and Standards of Practice of IECA shall:

- a. Perform the duties and exercise the power and authority of the President of the Board in their absence.
- b. Perform such duties as the President or the Board of Directors may designate.
- c. Succeed to the office of the President in the event of a vacancy in that office.
- d. Serve as Chairperson of the Ethics and Standards of Practice Committee and serve as a member of the Government Relations Committee.

4. The Vice President for Education and Training of IECA shall:

- a. Perform such duties as the President or the Board of Directors may designate.
- b. Serve as Chairperson of the Education and Training Committee.
- c. Oversee development of new programs, content delivery, and evaluation of existing education and training efforts.

5. The Vice President for Membership and Engagement shall:
 - a. Perform such duties as the President or Board of Directors may designate.
 - b. Oversee the efforts of the chairs of the following committees: Outreach, Community, and Membership. Identify and engage new members, increase participation by all members in the organization, and foster volunteerism and leadership development. Serve as liaison to Regional Groups and Affinity Groups.
6. The Vice President for Committees shall:
 - a. Perform such duties as the President or Board of Directors may designate.
 - b. Coordinate regular meetings and oversee the efforts of the chairs of the following Committees of the Membership of IECA: College, Schools, Therapeutic, Graduate School, LD/ND, Global, Business Practices.
7. The Secretary/Treasurer of IECA shall:
 - a. Ensure the maintenance of a record of the meetings of the Board of Directors and annual meeting of the membership.
 - b. Oversee the financial affairs of the Association and provide periodic reports to the Board of Directors.
 - c. Serve as Chair of the Finance Committee and supervise the preparation of an annual budget and report for submission to the general membership within 90 days of the end of the fiscal year.
8. The Immediate Past-President of IECA shall:
 - a. Serve as Chairperson of the Nominating Committee.
 - b. Serve on the Executive Committee and as a member of the Board of Directors, with voting privileges for the duration of their term as an elected Board member. If the elected term ends prior to the next Immediate Past President's installation, they continue as a non-voting member of the Board and Executive Committee.
 - c. Serve as a non-voting member of the Board Development Committee.

Article IX. Standing Committees of the Board of Directors

1. There shall be the following standing committees of the Board of Directors:
 - a. Finance
 - b. Membership
 - c. Nominating
 - d. Ethics and Standards of Practice
 - e. Education and Training
 - f. Board Development
 - g. Personnel
 - h. Audit
 - i. Government Relations
 - j. Diversity, Equity, and Inclusion

2. The duties of these standing committees:

a. The Finance Committee shall present a proposed annual budget to the Board of Directors for its review and approval and then submission to the members within 90 days of the end of the fiscal year; make recommendations on financial matters to the Board of Directors and membership; and assist the Treasurer of the Board as appropriate. The Secretary/Treasurer will serve as Chairperson. The Finance Committee shall be selected from the members of the Association and appointed by the President of the Board subject to the approval of the Board of Directors. The Finance committee shall consist of not fewer than three (3) members.

b. The Membership Committee shall review all applications for Professional membership. It shall have the responsibilities of interpretation of the requirements and action on applications. The VP for Membership and Engagement may serve as Chairperson, or a Chairperson may be appointed by the President from past or present Board members. The Membership Committee shall consist of five (5) members. The Board of Directors shall select three (3) additional committee members from the membership who are past or present Board members or chairpersons and the members shall serve two (2) year staggered terms.

c. The Nominating Committee shall nominate a slate of candidates for offices to be filled. The Committee shall consist of eight (8) members: six (6) members elected by the membership of the Association during the annual spring election, plus one (1) member who is an immediate past board member, plus the Chairperson, who will be the Immediate Past President of the Association.

(1) The Chairperson and elected members of the Nominating Committee shall serve a two (2) year term with half the members elected every year. The Immediate Past Board Member shall serve for a one (1) year term. Members may not serve consecutive terms.

(2) At least 60 days before the annual spring election, the Chairperson shall ask the membership to submit in writing nominees for the Nominating Committee. The committee shall communicate these to the membership at least 30 days prior to the election closing date. The election shall be by electronic ballot as part of the annual spring election, as outlined in Article VI, Section 5 of these bylaws. The persons receiving the greatest number of votes shall be elected to fill the available terms.

(a) Additional nominations, in writing only, will be accepted by the Chief Executive Officer up to 24 hours before the opening of voting.

(b) Members of the Board of Directors may not be nominated for, or serve on, the Nominating Committee, with the exception of the Chairperson.

(3) In the event of a vacancy on the Nominating Committee, the unexpired term may be filled by a majority vote of the Board of Directors.

(4) No Nominating Committee member may be eligible for any office for one year following their term.

(5) The Nominating Committee Chairperson shall request and obtain from the Chief Executive Officer a list of all eligible candidates for the offices and vacancies to be filled.

(6) The Nominating Committee shall submit a slate of officers from past or presently serving board members to the membership **sixty (60)** days prior to the spring election closing date as specified in Article VII, Section 5 of these Bylaws.

(7) The Nominating Committee shall submit a slate of candidates for the Board of Directors to the membership **sixty (60)** days prior to the spring election closing date as specified in VI, Section 4 of these Bylaws.

(8) Nominating Committee members who miss more than 50% of the scheduled meetings per annual nominating cycle and/or fail to contribute to the work and mission of the committee may be subject to review by the IECA President. Such review may lead to the declaration of vacancy of the committee member's position by the IECA President, in accordance with the procedures outlined in these bylaws.

d. The **Ethics and Standards of Practice Committee** shall promote awareness of and compliance with the statement of Principles of Good Practice. The Committee shall be responsible for periodically reviewing and recommending any changes in the Principles of Good Practice and grievance procedures. The Chairperson shall be the elected Vice President for Ethics and Standards of Practice and shall serve on the Executive Committee. The Executive Committee shall appoint with Board approval two (2) other members from the general membership to serve a two (2) year staggered term.

Allegations of noncompliance with the Principles of Good Practice against an IECA member shall be referred to the Chairperson of the Ethics and Standards of Practice Committee and/or the CEO. The committee and/or CEO will be responsible for interpreting and investigating noncompliance.

e. The **Education and Training Committee** shall develop policy and program recommendations that will support professional development and education for members at all stages of professional development. The Chairperson shall be the Vice President for Education and Training. The committee will consist of 5-8 members in good standing.

f. The **Board Development Committee** shall conduct training and orientation for Board members and those nominated to the Board. The Committee shall administer annual Board evaluations and make recommendations to enhance the Board's effectiveness and efficiency. The Board Development Committee shall consist of two (2) sitting members of the Board and one (1) Professional member who is not on the current Board; all three to be selected by the President to serve a one-year term. In addition, the Immediate Past President will serve as a non-voting member of BDC.

g. The **Personnel Committee's** primary responsibility is to review the CEO's contract, including salary and benefits, and make recommendations to the executive committee. In addition, the Personnel Committee may meet with the CEO to discuss personnel matters and to oversee the Association's personnel structure, policies, and benefits. The Personnel Committee shall consist of the current president, the immediate past president and the current treasurer.

h. The **Audit Committee** shall consist of three members. The President of the Board will appoint the Committee Chair from the Current Board of Directors and the remaining two from the membership at large. The Chair may not be the Treasurer or the current President, and the terms of the committee should be staggered to afford continuity. The Audit Committee's responsibilities are as follows:

(1) Monitors the effectiveness of internal controls over financial reporting and compliance with laws, regulations, and agreements. Selects an auditor (licensed CPA or CPA firm) for regular audits at the discretion of the Board.

(2) Reviews the scope of the external auditor's proposed audit.

(3) Reviews risks that are impacting the organization. Reports findings and recommendations to the Board.

(4) Monitors the implementation of any corrective action needed to remediate internal control deficiencies and/or audit recommendations.

(5) Reviews the annual Form 990 prior to submission.

i. The **Government Relations Committee's** primary responsibility is to represent, promote, and advocate for the interests of the Association and its membership regarding policies, laws, regulations, and other developments that may affect the Association. The committee shall be selected from the members of the Association and appointed by the President of the Board subject to the approval of the Board of Directors. The committee shall consist of not fewer than three (3) members and will include the VP of Ethics and Standards of Practice.

j. The **Diversity, Equity, and Inclusion Committee's** primary responsibility is to deepen IECA's capacity to incorporate matters of Diversity, Equity, and Inclusion into its policies and practices. The President will appoint the committee Chair annually from the current Board of Directors. The committee shall consist of one representative from each of the Standing Committees of the Membership, appointed by the President of the Board and subject to the approval of the Board of Directors.

Article X. Standing Committees of the Membership of IECA

1. There shall be the following standing committees of IECA representing the professional interests of the membership:

- a. Colleges
- b. Schools
- c. Therapeutic
- d. Learning Disabilities/Neurodiversity
- e. Outreach Development
- f. IECA Community
- g. Graduate Schools
- h. Global Consulting
- i. Business Practices

2. The duties of these standing committees:

a. Colleges, Schools, Therapeutic, Graduate School, Learning Disabilities/Neurodiversity, and Global Committees shall promote communication, education, and networking for the educational consultants and other professionals in the respective specialty areas. The Chairpersons of these committees shall be appointed by the President, and the membership shall be from the membership at large.

b. The Outreach Development Committee shall promote awareness of IECA among unaffiliated independent educational consultants, those transitioning to the field, and professionals in related fields. The mission of the Outreach Development Committee is to attract new members and to broaden IECA's presence in the professional community. The Chairperson shall be appointed by the President, and the membership shall be from the membership at large.

c. The IECA Community Committee shall initiate and support events for the purpose of welcoming, orienting, and building a sense of community among new and established members of the Association. The Chairperson shall be appointed by the President, and the membership shall be from the membership at large.

d. The Business Practices Committee shall educate members about best business practices. The chairperson of the committee shall be appointed by the President, and the membership shall be from the membership at large.

3. The President of the Board is empowered to establish other committees as deemed appropriate and to select committee members from the Association membership.

4. Each standing committee shall present an annual written report to the President in the form prescribed by the Executive Committee. These reports shall be distributed to all members of the Board of Directors.

Article XI. Fiscal Year

The fiscal year of the Association shall run from July 1 to June 30 unless otherwise established by the Board of Directors.

Article XII. Dues

The annual dues of IECA shall be established by the Board of Directors.

Article XIII. Parliamentary Authority

The latest edition of Robert's Rules of Order shall govern all matters of IECA not covered by these Bylaws.

Article XIV. Chief Executive Officer

1. The Chief Executive Officer shall be employed by the Board of Directors to conduct the business of IECA and to administer its headquarters office in accordance with policies and procedures established by the Board of Directors and the Executive Committee. The Chief Executive Officer's employment or dismissal and all matters related thereto shall require approval of a majority of the members of the Board of Directors. The Chief Executive Officer shall:

- a. Serve as an ex-officio (without vote) member of the Executive Committee, Board of Directors and all Standing committees except the Nominating Committee.
- b. Establish liaison with professional organizations having purposes related to IECA.
- c. Serve as official spokesperson, with the President, for the Association.
- d. Manage the necessary support for Board and Committee activity and provide data and information for those groups.
- e. Interpret and implement Board policy.
- f. Serve as a knowledgeable resource person of these Bylaws for the Association, and assist with implementing these Bylaws.

Article XV. Amendment to Bylaws

1. Amendments to these by-laws must be proposed by the Board of Directors by majority vote and submitted to the membership for approval.

2. Proposed by-law changes must be provided in writing to the membership at least 30 days prior to the annual election closing date where they are scheduled for a vote. Passage requires a two-thirds approval of those voting.