

**POLICY MANUAL**  
**International Association of Business Communicators**

Approved October 24, 2011  
Changes approved January 21, 2014

**Section I: PURPOSE**

IABC's Policy Manual serves to clarify procedures and policies in support of the Association's Bylaws. This document does not repeat the content of the Bylaws, but rather is a companion piece to them. The Policy Manual, as well as any future changes in the content, is approved by the Executive Board.

**A. Name**

The name of this organization is the International Association of Business Communicators (IABC). All Chapters of the Association shall use "IABC" or, where appropriate, a non-English equivalent (accompanied by a local designation) in their names. The official designation of IABC should be shown on all International, Region, and Chapter materials.

Members are free to identify themselves as IABC members in mastheads, audiovisual credits, and other similar opportunities. Members should ensure, however, that in doing so there is no IABC endorsement, or implication of endorsement, of their communication products or services. Members should in no way present membership in IABC as a credential.

Because IABC membership resides with individual communicators and not with their organizations, members also should ensure that in no way is there the implication that their organizations are members of IABC.

**B. Logo Usage**

Guidelines are found at <https://www.iabc.com/wp-content/uploads/2015/05/IABC-Brand-Identity-Guidelines.pdf>

**C. IABC Culture.** IABC is a learning community of professionals committed to improving the effectiveness of organizations through strategic communication. It supports members learning from one another through Chapter, Regional and International programs.

**D. Philosophy.** In support of IABC's Mission and Vision, and as stated in Bylaws:

1. **Scope.** The International Association of Business Communicators is an incorporated association, seeking to encourage international cooperation in line with its mission.
2. **Definitions.** Organized groups of members are referred to as Chapters and Regions, and may include other groups as designated from time to time by the Executive Board. Clarifications of these and other terms, as they apply to IABC, appear later in this Policy Manual.
3. **Goals.** It is the intention of the Association to have ongoing goals that are reviewed and updated annually.
4. **Statement of Relationships with Other Communication Organizations.** IABC is dedicated to advancing the communication profession and the state of the art of organizational communication internationally. Therefore, IABC stands ready to cooperate fully with other groups in the field, as long as such efforts are in the best interests of the Association, IABC members, and the communication profession.

The Association recognizes that, from time to time, it may have opportunities to endorse or support activities of other organizations that would help further the IABC mission. At the same time, the Association recognizes that misunderstandings or conflicts can occur through the involvement of the Association's name or the names of its members – particularly its officers – in the activities of other organizations.

Chapters may from time to time desire to cooperate with other communication organizations, co-hosting joint programming that contributes to IABC's mission. Chapters must follow IABC International Bylaws and provisions outlined in the Chapter section of the Policy Manual. Although occasional joint or cooperative Chapter programming with other organizations is permitted, no regular or permanent alliance can be formed by a Chapter without Executive Board approval.

Approval of the Executive Board, or designated staff members, also shall be required for any organization that seeks to use the IABC name or logo in connection with its activities. All requests for IABC endorsement must be made in writing.

Executive Board members, committee chairs, committee members and staff, considering cooperative efforts with other organizations must submit a written recommendation to the Chair and must receive prior approval of such efforts from the Executive Board. The identification of any IABC member, officer, or Director in a manner that might imply IABC's endorsement of such activities also shall require the explicit written approval of the Executive Board. Any violations of these provisions shall be reported to the Executive Board.

5. **Statement of Policy on Full Partnership.** Communication professionals who are not members may participate in the Association's activities for fees determined by the Chapter, Region, or Executive Boards, as appropriate.

However, those who vote or influence the Association's policies or procedures and those who receive advantages from the use of IABC's name, must be members of the Association, as defined in the Bylaws.

For these reasons, there is no provision for "local-only" membership. Any Chapter with local-only members is in violation of this Policy and will be subject to revocation of its charter.

Also, any member whose main work or residence location is within 50 miles of the commonly accepted central location of a Chapter must be a member of that Chapter. In any case where the question arises, the Executive Board will determine what constitutes the "commonly accepted central location of a Chapter."

If there is more than one Chapter within 50 miles of a member's work or residence location, the member can choose which Chapter to join. If a member decides to join more than one Chapter, the member must designate which Chapter will be the Chapter of record.

A member whose main work location is beyond 50 miles from the commonly accepted location of a Chapter has the option of joining a Chapter or being a Member At Large.

In addition, all members are automatically members of a Region, depending on their location, and are required to pay dues established by the Region, except as otherwise stated in Bylaws or these Policies.

6. **Statement of Recognition of Employer Support.** The support given IABC volunteers by their employers is vital to the activities of IABC at all levels. IABC recognizes and appreciates this support, not only for the development of opportunities it provides IABC volunteers and the ability to reduce Association expenses, but also for the long-range benefit of the employers themselves and to the communication profession.
7. **Statement of Policy of Confidentiality.** Members of the Executive Board, committee chairs, committee members, other IABC members, and employees of the Association must take due care to keep confidential information that is proprietary to IABC.

Such information includes, but is not limited to, IABC marketing research, membership data, marketing plans, non-public financial material, plans for new member services, proceedings of closed sessions of the Executive Board, and information about headquarters staff personnel and compensation. Questions involving the nature or dissemination of proprietary information should be referred to the IABC Chair or Executive Director.

#### **E. Work Environment**

IABC personnel policies will conform to law and will reflect highly ethical organizational behavior. IABC will recognize and respect the individuality of employees and will, insofar as is possible without sacrificing organizational performance and effectiveness, accommodate and support diverse individual needs.

#### **F. Code of Ethics**

All IABC members and staff pledge to support and abide by the IABC Code of Ethics for Professional Communicators (IABC's Code of Ethics), which is provided as Appendix A to this Policy Manual.

IABC's Code of Ethics serves as a guide for the actions of the international Association, its leadership, and staff, as well as all the business communicators worldwide who engage in activities that affect the lives of millions of people.

Changes in IABC's Code of Ethics will be communicated to all members of the Association in a timely manner.

As a service to communicators worldwide, inquiries about ethics and questions or comments about IABC's Code of Ethics should be addressed to members of the IABC Ethics Committee. IABC's Ethics Committee will review all such inquiries, questions, and comments in accordance with IABC's Bylaws, Policy Manual, and IABC's Code of Ethics.

IABC's Executive Board has adopted an Ethics Education Policy. See Appendix B.

IABC's Executive Board has adopted a Conflict of Interest Policy to help guide decisions regarding commercial transactions or arrangements for the best interest of IABC and its members. See Appendix C.

The IABC's Code of Ethics and Conflict of Interest policy requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Accordingly, the IABC's Executive Board has adopted a Whistleblower Policy. See Appendix D.

IABC's Executive Board has adopted an Anti-Fraud/Whistleblower Policy. See Appendix E.

IABC's Executive Board has adopted an eXchange Code of Conduct. See Appendix I.

### G. Corporate Seal

IABC may adopt or modify a Corporate Seal in accordance with legal requirements. The official seal of the corporation shall be in the custody of the Executive Director and may be affixed to all official documents.

### H. Awards

1. **Gold Quill Awards Program.** IABC's Gold Quill Awards recognize superior achievements in business and organizational communication.

The integrity of the Gold Quill Awards is of paramount importance. To avoid conflicts of interest, or the appearance of any conflict, judges are prohibited from judging categories in which they, members of their firm, or their clients have entered work. Similarly, division coordinators are prohibited from entering work in the division which they are coordinating, and the Gold Quill chair may not enter any work in any category. Members of the Blue Ribbon Panel may not judge any entries they have entered or in which they have any material interest. Judges with potential conflicts, including work as mentors for Gold Quill entrants, must inform the Gold Quill Chair or the appropriate Division Coordinator immediately upon becoming aware of the conflict and must recuse themselves where conflicts are involved.

Work done for IABC, either *pro bono* or for payment, is not eligible for entry in the Gold Quill Awards program. Work done for individual Chapters or Regions may be entered.

The Gold Quill Awards Program also may grant the Jake Wittmer Research Award, the Business Issue Award, and the Susan Berzok Student Award of Excellence, according to Gold Quill criteria.

2. **Chairman's Award.** The Chairman's Award recognizes the special contributions of members of the Association. The award is given solely at the discretion of IABC's Chair. Groups or individuals selected to receive a Chairman's Award must have made a substantial contribution at the international level of IABC during the last five years. Generally this is a contribution that largely has gone unrecognized.
3. **The Excellence in Communication Leadership (EXCEL) Award.** The EXCEL Award recognizes contributions to business communication by an organizational leader who is not a member of IABC. These contributions include such achievements as initiating, directing, supporting, or sustaining outstanding and effective communication programs. One award is presented each year, provided a suitable candidate has been identified and approved by a majority vote of IABC's Executive Board. Nominations for the EXCEL Award may be submitted by IABC members as well as nonmembers.

## Section II: MEMBERSHIP

IABC membership includes the following categories, as outlined in the Bylaws: Professional Members, Student Members, Fellows, Retirees, 500 Club Members and Affiliate Members. The following information supplements the Bylaws, which details all membership categories.

IABC memberships are held by individuals, not organizations, and include:

A) **Professional Members.** Professional Members include professional communicators, educators, consultants, and other professionals in the communication field; Fellows; retired communicators; 500 Club; and others as may be designated from time to time by the Executive Board.

(i) **Fellow Memberships.** Selection as an IABC Fellow is the highest honor the Association can bestow upon one of its members. The designation is given to recognize those IABC members who continually have made an outstanding contribution to the communication profession, through exemplary achievement within their own organization and through unselfish service to IABC and its members. The Fellow designation is awarded only to those individuals who are recognized by their peers as outstanding leaders in the profession. New Fellows are proposed by a selection committee composed of IABC Fellows and require a two-thirds vote of the Executive Board for election.

Only members of IABC are eligible to be IABC Fellows. Present Executive Board members and any person who has served as Chair during the past three years are not eligible.

To maintain the prestige of the Fellow Award, IABC will bestow the Award on no more than two persons in any one year.

Fellows shall be given lifetime membership in IABC and shall not be required to pay IABC International, Region, or Chapter dues.

(ii) **Retiree Memberships.** This membership shall be available to individuals who were Professional Members for at least five years and who are generally considered to be retired, provided the individuals are at least 60 years old. Retiree members do not pay Chapter or Regional dues.

(iii) **500 Club Membership.** The 500 Club is composed of 500 members in good standing who bought a lifetime membership as outlined in Section B, Dues and Fees. 500 Club members are exempt from paying International dues but must still pay Chapter dues annually if applicable. These members are considered Professional Members of the Association and are entitled to special discounts on select events and publications. The 500 Club is now closed and is not accepting additional members.

**B) Student Memberships.** Full-time students of colleges, universities, and other educational institutions shall be eligible for student membership. This membership shall also be available to part-time students who are working toward a degree, but who are not presently engaged in the organizational communication profession. Students do not pay Regional dues. Chapter dues are determined by individual chapters.

(i) **Student Transition Memberships.** The Transition Member category includes all college and university graduates who have completed their program in the previous 12 months. Proof of graduation that indicates when the program was completed must be provided along with the membership application.

**C) Affiliate Members.** The Executive Board may establish affiliate membership, based on membership in Affiliate organizations, as set forth in the bylaws, and other categories of membership, as the Executive Board may designate from time to time.

**D) Dues and Fees**

1. **Membership Year.** The IABC membership year shall be a 12-month period beginning on the day dues are received in IABC headquarters.

2. **Dues Amounts.** Annual dues for IABC members shall be recommended by the Secretary/Treasurer, for Executive Board approval. Effective dates for any changes will be outlined by the Executive Board in its vote.
3. **Foreign Currency Rates.** Accommodations have been made to determine an equitable exchange rate for IABC members paying in non-U.S. currencies. Exchange rates will be reviewed annually by the Executive Board for the Canadian dollar, Euro and Australian dollar and any additional currencies supported by IABC.
4. **Purchasing Power Parity.** The Executive Board encourages international diversity by adjusting international dues outside the United States to better reflect the purchasing power parities of local currencies. A tiered structure, which will be reviewed every other year, provides guidance on these adjusted dues. The Secretary/Treasurer will provide a review of the tiered structure and recommended any changes to the Executive Board.
5. **Application Fee.** New members shall also pay an additional application fee in an amount established by the Executive Board.
6. **Non-Payment of Dues.** IABC services shall be terminated for members whose renewal dues have not been received at headquarters by the last day of the membership period. If renewal dues are received within 60 days after membership has lapsed, the application fee shall be waived.
7. **Membership Period.** Membership shall continue for the period for which dues are paid. Inasmuch as IABC is an organization of professional communicators, membership is considered to reside with individuals, not organizations. However, any employer who paid the dues for a terminated employee may, upon request, be entitled to a free individual membership for the employee's replacement for the balance of the period for which dues have been paid, if more than three months remain on said membership. The terminated employee shall retain his or her membership for the balance of the period for which dues are paid.
8. **Refund Policy.** No dues shall be refunded to any member whose membership terminates for any reason.
9. **Joining Multiple Chapters.** Members wishing to join more than one chapter may do so by paying the chapter dues for all chapters of interest.
10. **Student Dues.** Student members shall pay dues established by the Executive Board, entitling the student members to limited IABC services as established from time to time by the Executive Board.
11. **Retiree Dues.** Retiree members shall pay dues established by the Executive Board, entitling the retiree members to limited IABC services as established from time to time by the Executive Board.
12. **500 Club Dues.** 500 Club members paid dues of US \$1,000 or its equivalent, one time, entitling the 500 Club members to all Professional Member benefits. Annual dues must still be paid to the member's Chapter and Region, if applicable. The 500 Club is now closed.
13. **Student Transition Dues.** Student transition members pay half of the professional international dues relevant to their geographic location, along with full chapter and region dues and the application fee. After one year of student transition membership, these members are charged the full professional rate for renewal.

### Section III: ORGANIZATIONAL STRUCTURE

#### A. Regions

1. **Region Function.** IABC shall be organized by geographic Regions, which are designed specifically to safeguard the links between members, Chapters, Regions, and the IABC Executive Board. IABC's Regions will at a minimum, following the procedures in IABC's Bylaws:
  - A) Serve as the coordinating body for activities, needs, and issues within the Region
  - B) Provide support and services for Chapter leaders, and take ownership of Members At Large within Regions
  - C) Promote Region growth
  - D) Consolidate issues from Regions, communicate them to the Executive Board, and provide feedback and information on issues under consideration by the Executive Board
  - E) Serve as the link among members, Chapters, Regions, and the Executive Board through the participation of Region Chairs in IABC's Council of Regions and their interaction with an Executive Board liaison
  - F) Provide a forum for sharing best practices among Chapters in the Region
  - G) Select representatives annually to serve on the IABC Nominating Committee
  - H) Elect a Region Chair and appropriate leadership
  
2. **Region Constituents.** Regions serve the following principal constituencies:
  - A) **Chapter and Region leaders.** Regions serve chapter leaders by facilitating the exchange of information, ideas, and resources throughout their Regions, and by providing leadership training.
  
  - B) **Members of the Region.** Regions serve their members by developing the communication, leadership, and management skills of Chapter and Region leaders; representing member interests at other levels of the Association; and promoting professionalism through programs offered in Chapters, in their Region, and in conjunction with other IABC Regions.
  
  - C) **IABC Executive Board and the Association at Large.** Regions serve the IABC Executive Board and the Association at large by encouraging Chapter and Region leaders to take part in policy development at all levels of the Association; ensuring a timely and consistent flow of information and ideas between Regions and the IABC Executive Board; and helping to identify a pool of qualified, dedicated leaders to serve the interests of the Association at large.
  
3. **Chapter Alignment.** The geographic area served by Regions shall be defined and revised, as needed, by the Executive Board. If a Chapter or Chapters in one Region wants to align with another Region, the following procedure shall be used:
  - A) The Chapter contacts its current Region (e.g., the Region Chair or Chapter Liaison) to discuss the reasons for making a change.
  
  - B) The current Region representative discusses the potential change with the new Region and comes to agreement on the change.
  
  - C) The current Region forwards the request to the Executive Board through the Region's Board Liaison or other appropriate means in the form of a motion presented to the Board.
  
  - D) The Executive Board, in accordance with IABC Bylaws, will make the final decision about any realignment requests.

4. **Region Organization.** Regions shall have supervision, control, and direction of the affairs of their Regions through the Region Board, which shall consult as a body on affairs, activities, needs, and problems of Chapters and members within the Region. Roles and responsibilities of the Region Board are defined in IABC Bylaws and Policies and in Region Bylaws and Policies. The Region Board may organize itself in the manner deemed best suited to carry out its duties, provided the resulting organization conforms to IABC Bylaws and the following criteria:
  - A) The Region Board shall include the Region's officers and Directors, the number of which shall be determined by each Region. The IABC Chair and all members of the IABC Executive Board residing in the Region shall be ex-officio, nonvoting members of the Region Board.
  - B) By the beginning of IABC's administrative year, each Region Board shall select a delegate to serve and represent the interests of the Region on the IABC Nominating Committee. The Nominating Committee may begin its work in Q4, but will meet to determine the slate of officers during the Leadership Institute.
  - C) The Region Board shall consider recommendations and suggestions submitted by Chapters and individual IABC members within the Region. It may formulate a Region recommendation or suggestion to be presented to the IABC Council of Regions and/or the IABC Executive Board. The Region Board shall also set policies regarding quorums and voting, and other policies necessary to accomplish its purposes.
  - D) A petition signed by 25 percent of a Chapter's Professional Members, or by a minimum of 50 Professional Members, or by five percent or more Professional Members throughout a Region, or by a majority of the Region's Members At Large, shall be moved from the Region Board and must be considered by the IABC Executive Board.

The Region Board shall report to the full list of its Board to IABC headquarters, as well as the names of any Region At-Large representatives and Region committee chairpersons. While the initial responsibility rests with the Chapter, the Region Board shall also help collect the names of all Chapter officers, whenever the Chapter elects officers, or when there is a change in a Chapter's officers, and report that information to IABC headquarters.

## **B. Chapters**

1. **Chapter Function.** An organization of communicators meeting the membership requirements of IABC may be approved as a Chapter by IABC's Executive Board, provided that the group has met all of the requirements for Chapter formation, including having a minimum of 15 members and a Board of Directors at the time the charter is issued. Information about chartering an IABC Chapter is available from IABC's Leader Service Centre.

Individuals wishing to form a Chapter must obtain the support of their Region Board, which can then recommend that the Executive Board approve the group as a developmental Chapter. Each Chapter may organize itself in the manner deemed best to serve its members, provided the resulting organization conforms to the following criteria:

- A) The Chapter complies with all provisions of the IABC Bylaws and Policy Manual.
- B) The Chapter selects one Delegate and one Alternate from among the Chapter President, Past President, and President-Elect to cast its vote on IABC issues.
- C) All Chapter officers shall be Professional Members of IABC.

- D) The Chapter shall make appropriate use, as deemed by the IABC Executive Board, of services and resources provided by the international organization. In this regard, IABC recognizes the value of sponsoring or otherwise supporting, with other communication, public relations, and similar organizations, occasional joint programming and seminars that contribute to the mission of the Association.
- E) The Chapter Board shall report the full list of its Board, as well as the names of any committee chairpersons, to IABC headquarters, within the deadline specific by IABC headquarters.

The Chapter, however, shall not enter into any permanent or regular alliance with another communication, public relations, or similar organization that would provide or appear to provide, the resources of the international organization on an ongoing basis to individuals who are not members of IABC.

**New Chapters.** Newly established Chapters will enter into a developmental phase for “up to” two years. Developmental chapters must have at least 15 members and a board of directors. During the developmental phase, developmental Chapters will not have voting rights. Developmental Chapters will be required to increase membership, recruit and retain a Chapter Board, and provide services for their members. Details on the developmental phase and receiving a Chapter charter are published in the Guidelines for Chartering Chapters, available from IABC headquarters.

Upon completion of the developmental phase and acceptance by the Executive Board, each Chapter will receive a charter, signed by the Chair, as evidence of membership in the Association. The IABC Executive Board may, in exceptional cases, grant a charter to a developmental chapter prior to two years if the developmental chapter has met or exceeded the requirements of a developmental chapter, and there is clear indication that this successful trend will continue.

2. **Probationary Status.** A Chapter that fails to maintain the minimum of 15 Professional Members may be placed in a probationary status by the Executive Board. If the Chapter is placed in a probationary status, the Chapter will forfeit its voting rights, and individual IABC members will be considered as Members At Large of the appropriate Region for voting purposes. Membership totals shall be reviewed periodically by the President, and probationary status shall be lifted automatically when Chapter membership exceeds 14 Professional Members.
3. **Inactive Status.** When a Chapter becomes inactive, all funds in the Chapter’s treasury revert to its Regional treasury. A receipt for the funds will be sent to the appropriate chapter leader at the time, with notification to IABC International as well. If the Chapter reactivates within two years from the date it became inactive, and it can be demonstrated to the Regional board that they have met the criteria for an active Chapter, the money will be returned to the Chapter. If the Chapter does not reactivate within two years, the money should be set aside in a Region-level fund for investment in Chapters or Members At Large as determined by the Regional board. These boards have the option of transferring funds to the general IABC International chapter development fund for use by any group in any Region.
4. **Failure to Comply.** Any charge of failure of a Chapter to comply with the IABC Bylaws and Policy Manual shall be handled in the following manner:
  - A) Chapters not in compliance shall be so advised by the Region Chair or an Executive Board member.

- B) If the noncompliance is not corrected, the Region Chair or Executive Board member shall present the charges at a hearing before the Executive Board, having notified the Chapter and each of its IABC members in writing of the charges and the hearing, at least 30 days prior to the hearing.
  - C) At the hearing, any members of the Chapter shall have the right to address or otherwise provide remarks, information, and supporting documents to the Executive Board concerning the charges. A two-thirds vote of the Executive Board shall be required to terminate or suspend a Chapter's charter for noncompliance.
  - D) The Region Chair or Executive Board member shall notify the Chapter, each of its members, and the Region Board of the Executive Board's action.
  - E) Any Chapter whose charter has been suspended or terminated may be reinstated by a two-thirds vote of the Executive Board.
5. **Resolving Chapter Issues.** IABC members are encouraged to resolve Chapter problems at the Chapter level, in accordance with the Chapter's governing documents. Having exhausted all means of appeal at the Chapter level, the member(s) may appeal to the Region Board, provided the appeal is in writing and is signed by at least 20 percent of the members of the Chapter in question or a minimum of 25 members. The Region Board shall investigate the appeal and shall, within 30 days after the date of the appeal, make a decision concerning the appeal.

An appeal of a Region Board's decision must be submitted in writing within 30 days of that decision to the IABC Chair by a Chapter Board or by the original petitioners. The Executive Board shall review the matter; they may delegate this responsibility to the Executive Committee, which will make recommendations to the Executive Board. The Executive Board's decision, by a two-thirds vote, shall be binding on the members, Chapters, and Regions involved.

### C. Student Chapters

IABC Chapters may organize student Chapters, as entities of the local Chapter, when sufficient interest, as approved by IABC staff, has been indicated by students and faculty advisors.

Student chapters may also be established at colleges or universities where a faculty member is willing to serve as the chapter's advisor.

Student chapters must have at least 10 members with a board consisting of at least a President, Treasurer and Membership Chair.

### D. IABC Foundation

1. **Scope.** The IABC Foundation is a charitable, 501(c)(3), not-for-profit supporting organization, which is under the auspices and control of IABC, as defined in Section 509(a)(3) of the Internal Revenue Code.
2. **Mission.** The Foundation is the research arm of IABC and is committed to improving the effectiveness of organizations through educational, research and charitable activities related to communication and IABC as a whole.
3. **Staff Support.** The Executive Director of IABC shall serve, or deploy an appropriate staff member to serve, as the staff person who carries out support and operational functions on a day-to-day basis for the Foundation. The IABC Executive Director shall direct and assign

other appropriate support staff, such as Finance, Publishing/Production and Marketing, as required to aid in carrying out the work of the Research Foundation.

4. **Structure.** Other structure and committee arrangements in support of the Foundation mission are at the discretion of the Foundation Chair and Board of Trustees.
5. **Governance.** The IABC Executive Board shall serve as the Foundation's Board of Trustees. The Chair of the Research Committee shall be an ex-officio voting member of the Executive Board. The IABC Foundation shall maintain Bylaws and a Policy Manual to help it carry out its mission. Amendments to the Bylaws of the IABC Foundation must be approved by a majority vote of the delegates to the Annual General Meeting.

#### **E. Meetings of Members and Voting**

IABC will hold an Annual Meeting in conjunction with the International Conference according to the Bylaws. Special Meetings may be called according to the Bylaws.

When the IABC Bylaws or Policy Manual provide for a ballot, the subject(s) of such ballot must be provided by mail, telephone call, electronic mail, or other means of electronic or telephonic transmission at least 14 days prior to the deadline established for the receipt of all ballots.

### **Section IV: EXECUTIVE BOARD**

#### **A. Board Roles/Responsibilities.**

The Executive Board is the governing body of IABC and is accountable to the members. The Executive Board shall have supervision, control, and direction of the affairs of the Association; actively pursue the Association's mission; determine its policy within the limits of the law, Bylaws, and Articles of Incorporation; uphold the IABC Code of Ethics for Professional Communicators; and supervise disbursement of funds. The Executive Board develops the strategic plan and direction for the Association under the guidance of the Association Bylaws approved by the IABC membership.

1. **Confidentiality.** Confidentiality of Board information is of utmost importance. To encourage the free flow of information and discussion necessary to ensure well-informed decisions, Board members are expected to retain Board discussions and information provided as background for decisions in strict confidence, sharing only decisions and results of Board meetings.
2. **Attendance.** Any Officer or Director, who misses three consecutive meetings, in any combination of face to face or phone meetings, will be referred to the Chair for review and consideration for removal from the Executive Board. The final decision on Board removal is to be made in consultation with other Board officers and the Executive Board member in question.

More information on Board Competencies and Board Expectations may be found in Appendix F - Board Roles and Responsibilities.

#### **B. Executive Board Nominations**

1. **Nominating Committee.** The Nominating Committee will meet to determine the slate of officers for the next administrative year during Leadership Institute.

The Executive Board Chair shall appoint a Nominating Committee, consisting of the immediate Past Executive Board Chair, who chairs the committee; the Executive Board Vice Chair; one Executive Board director appointed by the Executive Board Chair; the past chair of the research committee; and one member from each Region, selected under procedures established by each Region as defined in Article 4, Section 1, Paragraph (b) of the by-laws. The IABC Executive Director and the Executive Board Chair, shall be ex-officio, nonvoting members of the Nominating Committee.

Nominating Committee members must participate in the Nominating Committee meeting in person. No proxies shall be allowed for members of the Nominating Committee. Any Nominating Committee member, who also is a candidate for the Executive Board or an officer position, shall excuse him or herself when the Nominating Committee discusses his or her candidacy.

If a Nominating Committee member selected by a Region is unable to serve, the Region may replace this individual with another member according to the Region Bylaws.

The current Region Chair must inform the Nominating Committee Chair and the President in writing of any replacement delegate 30 days in advance of the Nominating Committee meeting. In the event of emergencies, the Alternate shall be announced in writing to the Nominating Committee Chair and the President as soon as possible.

## 2. **Slate of Nominees**

- A) Nominations will be formally offered to each nominee before the slate is presented for Board approval. The Nominating Committee shall present its slate to the Executive Board for its approval within one week following the Nominating Committee meeting. Copies of the slate, to include the current Vice Chair, who automatically succeeds to Chair, will be delivered to all Chapter Presidents, Delegates, and Alternates at least 45 days in advance of the Annual Meeting, as part of the Annual Meeting notice.
- B) If the Executive Board fails to approve the slate, the Nominating Committee shall reconvene (in person, by mail, or by any means of wire or wireless or any other form of transmitted or recorded communication) to determine a new slate to be presented to the Executive Board. This process shall continue until a slate is approved by the Executive Board.
- C) If the Nominating Committee fails to meet its deadline or, given a reasonable effort within the provisions of the preceding paragraph, fails to present a slate that gains Executive Board approval at least 60 days prior to the Annual General Meeting, the entire Executive Board, presided over by the Chair, shall act to approve a fair and representative slate, based on competency and other criteria established in the Bylaws. The Executive Board's action must occur in time to present the slate to delegates 45 days in advance of the Annual Meeting. If such action should be necessary because of the Nominating Committee's inability to present a slate that gains Executive Board approval, successful candidates for the positions of the Vice Chair, Secretary/Treasurer, and Director shall be those with the most Executive Board votes, not necessarily a majority.
- D) If a nominee for Vice Chair, Secretary/Treasurer, or Director finds it necessary to withdraw or is unable to serve before being elected, the chair of the Nominating Committee shall reconvene the Nominating Committee (in person, by mail, or by any means of wire or wireless or any other form of transmitted or recorded communication) to determine a replacement. The Nominating Committee shall base this selection on competency and other criteria established in the Bylaws.
- E) If an Officer or a Director is unable to complete his or her term after being elected, the Executive Board Chair will identify a replacement, and the Board will vote on recommended replacement, according to the Bylaws.

## 3. **Election**

- A) Once the slate of candidates is approved by the Executive Board, it is presented for a vote at the Annual Meeting. Executive Board nominees, the Chair and other officers shall take

office upon ratification by a majority of the votes cast by those entitled to vote, as established in Bylaws, and in attendance or represented by proxy at the Annual Meeting.

- B) In the event of non-ratification of any Officer or Director, the Chair shall recess the Annual Meeting, and the Executive Board shall promptly meet to address the matter. The Executive Board shall select candidates to fill any unelected positions upon reconvening of the Annual Meeting.

The Executive Board shall use its best judgment in selection of candidates; may consult and interview Nominating Committee members, nominees, candidates, and others as necessary; and may name the same or different nominees for any unfilled positions. If new nominees are selected, the Executive Board shall quickly review available information, with the assistance of IABC staff, to assure that the candidates meet minimum competency and other criteria established in Bylaws and Policy. This process shall be repeated, within reason, until a full slate of Officers and Directors has been elected and ratified by the Delegates.

### **C. Officers and Directors**

1. **Duties of Officers and Directors.** The officers shall perform the duties necessary to the office as prescribed by the Executive Board, the Bylaws, IABC policy, and the parliamentary authority adopted by IABC.
  - A) Those members elected to the Executive Board but not acting as an officer of the Association may be asked to provide leadership for special projects or areas of focus from the strategic plan as assigned by the Chair. This may include, but is not limited to, such areas as sponsorship, membership, and accreditation. Assignments to these roles will be made by the Chair based on competency, interest, and the needs of the Association.
  - B) The Chair also may appoint Directors to manage portfolios as determined from time to time by the Executive Board and as set forth in the Bylaws. Board members may be appointed by the Chair to lead committees, work groups, or task forces.
2. **Officer Terms of Office**
  - A) The Chair shall be elected for a single, one-year term.
  - B) The Vice Chair shall be elected for one term, automatically succeeding to the office of Chair upon election and ratification of a new Vice Chair.
  - C) The Past Chair shall automatically succeed to the office when a new Chair is elected.
  - D) The Secretary/Treasurer shall serve a one-year term and may be elected for a second consecutive term.
  - E) Directors shall serve for three-year terms and be elected on a rotating basis, so that at least three Directors are elected each year. Directors are eligible to serve a second consecutive term.
3. **Vacancies and Removal**
  - A) If the Chair is unable to serve for any reason, he or she shall be replaced promptly by the Vice Chair. If the Chair's inability to serve is a temporary one, the Vice Chair shall serve as Chair until the elected Chair is able to return to duty. If the Vice Chair succeeded to the Chair because of the inability of the elected Chair to complete the normal term, the new Chair shall be entitled to a full term as Chair, as long as the entire term of chairmanship does not exceed 18 months.

- B) If the Vice Chair, the Secretary/Treasurer, or a Director is unable to serve for any reason, the Executive Board shall select a candidate to fill the unexpired term. The Executive Board shall elect a successor within 30 days of the vacancy.
- C) If the immediate Past Chair is unable to serve for any reason, the Executive Board shall elect a replacement from among previous Past Chairs within 30 days.
- D) Any Director or Officer may be removed for behavior or remarks that are illegal, contrary to IABC's commitment to being an equal opportunity organization or otherwise in conflict with IABC's values and standards of professional conduct. The request for removal may be initiated in writing to the Compliance Officer and justified by verifiable proof of inappropriate conduct. After investigating the complaint and taking into account the explanation of the Board member in question, the Compliance Officer will make a recommendation to Board, which shall make a final decision regarding removal in consultation with IABC's officers. Before taking a negative decision, the Board shall offer a second opportunity to the board member in question to provide additional grounds for non-removal.
- E) Any Officer or Director, who misses three consecutive meetings, in any combination of face to face or phone meetings, will be referred to the Chair for review and consideration for removal from the Executive Board. The final decision on Board removal is to be made in consultation with other Board officers and the Executive Board member in question. If the Officer or Director wishes to appeal the removal decision, he/she may contact the Ethics Committee for review of the decision. Removals for violations of the Code of Ethics or Conflict of Interest Policy will be reviewed by the Ethics Committee for a recommendation to the Executive Board.

#### 4. **Alternates and Proxies**

- A) In accordance with state law under which IABC is incorporated, alternates may not be designated for meetings of the Executive Board for an absent Officer or Director.
- B) In accordance with state law under which IABC is incorporated, it is illegal for members of the Executive Board who are unable to attend a meeting of the Executive Board to grant a proxy to another member of the Executive Board or any other member.
- C) When financially and physically possible, but only with permission of the Chair, IABC will make arrangements to include absent Executive Board members in Executive Board meetings via conference call or some other collaborative conferencing medium. Financial responsibility for such expense will be determined prior to the meeting.

### **Section V: COMMITTEES**

At the heart of service to IABC members is a network of committees, staffed by members on a voluntary basis. All members of any committee or subgroup will be provided copies of all policies pertaining to that committee's work upon joining said committee.

- A. Board Committees.** IABC has six standing committees established in Association Bylaws: the Finance Committee, the Investment Committee, the Audit Committee, the Nominating Committee, the Ethics Committee, and the Accreditation Committee. Continuous committees outlined in the Bylaws that conduct business on behalf of the organization include:

1. **Finance Committee.** The Finance Committee reviews regular financial results, oversees preparation of an operating budget for the fiscal year adopted by the Executive Board, annually reviews IABC's policy on reserves, and recommends reserve amounts for the Operating Reserve Fund and Special Project Fund.
  2. **Investment Committee.** The Investment Committee recommends a financial advisor for the Association's funds (for approval by the Executive Board), works with the financial advisor to develop and recommend investment options for approval by the Executive Board, recommends investment policy, supervises investment of IABC funds, and reports to the Executive Board.
  3. **Audit Committee.** The Audit Committee oversees and approves an audit of the books and finances of the Association at the close of the fiscal year and reports to the Executive Board and at the Annual General Meeting.
  4. **Nominating Committee.** The Nominating Committee screens nominees for Vice Chair, Director, and Secretary/Treasurer under guidelines adopted by the Executive Board, primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic and cultural diversity, and shall present its slate to the Executive Board for approval. See Section IV, B1 and B2 for policies related to the Nominating Committee's work.
  5. **Ethics Committee.** The Ethics Committee supports the *IABC Code of Ethics for Professional Communicators*, recommends membership sanctions to the Executive Board in accordance with IABC policy, offers advice and assistance to individual communicators regarding specific ethical situations, assists with professional development activities dealing with ethics, and reports to the Executive Board. The IABC Ethics Committee shall be composed of at least three accredited members of IABC who serve staggered three-year terms and are appointed by the IABC Chair. The Ethics Committee will serve in accordance with the Bylaws and report its activities to the Executive Board at its meetings at least two times a year.
  6. **Accreditation Committee.** The Accreditation Committee, under the direction of the Executive Board, shall be responsible for administering a professional accreditation program as defined in the Bylaws. The Committee administers, promotes, and supports accreditation. The chair of the Accreditation Committee shall serve as an ex-officio, voting member of the Executive Board.
- B. Other Committees.** The Chair shall create such other committees, subcommittees, work groups, task forces, advisory teams, and judging teams as are necessary, and which are not in conflict with other provisions of IABC's Bylaws or this Policy Manual. The Chair is responsible for appointing chairs for any such groups, and, at the time of their appointment, for prescribing the group's makeup and duties, term of existence, and method and frequency of reporting.
1. **EXCEL Committee.** The EXCEL Committee reviews all of the current year EXCEL nominations and recommends a winner and runner-up for approval by the Executive Board. The selection committee typically consists of five to seven members, including the EXCEL Chair, who is appointed by the IABC Chair.
  2. **Fellows Committee.** The Fellow Selection Committee shall be composed of the IABC Fellow Committee chair, appointed by the IABC Chair, the immediate past IABC Fellow Committee chair (or another past Fellow Committee chair, selected by the Fellow Committee chair, if the immediate past Fellow Committee chair is unable to serve), and three IABC Fellows appointed by the IABC Chair. There shall be a total of five members on the committee.

The Fellows Committee reviews all of the current year and previous year Fellow nominations and recommends up to five honorees for approval by the Executive Board. The selection committee typically consists of five to seven members, including the Fellows Chair, who is appointed by the IABC Chair.

3. **Gold Quill Committee.** The Gold Quill Committee is responsible for executing the Gold Quill Awards program, including, but not limited to, setting the strategic direction of the competition, collaborating with staff, evaluating the prior year's program and making appropriate changes, securing coordinators and Blue Ribbon Panel judges, serving as ambassador of the program, and participating in the Gold Quill Awards presentation at International Conference. The Committee is headed by a Chair who serves as vice chair the year prior to moving into the chair position.
4. **Program Advisory Committee.** The Program Advisory Committee (PAC) is responsible for developing the content themes/issues for the World Conference and working with staff to create the Conference program. The Committee is composed of about 15 members who mirror the memberships' diverse interests and levels of experience, as well as the international character of the association. The Committee is headed by a Chair who serves as vice chair the year prior to moving into the chair position.
5. **Credentials Committee.** The IABC Chair shall appoint a Credentials Committee of five members, meeting the criteria specified in the Bylaws, at least 10 days prior to any Annual or Special meeting. The Credentials Committee shall inspect the records for the purpose of determining the number of Professional Memberships, confirming the credentials of Delegates attending the meeting, and substantiating proxies. The Committee also supervises the voting, and announces the results.

## **Section VI: BOARD-STAFF RELATIONSHIP**

- A. Executive Director and Staff.** An Executive Director shall be employed by the Executive Board upon recommendation of the Chair whenever, for any reason, the office becomes vacant. The candidate must be confirmed by a vote of two-thirds of the Board.

The Executive Board shall determine compensation for the Executive Director, and it shall have authority, by a vote of two-thirds, to terminate employment of the Executive Director at any time.

- B. General Objectives of the Executive Director.** Reporting to the Executive Board Chair, and following the governance model established by the Executive Board, the Executive Director of IABC is the chief staff person employed by IABC. The Executive Director is responsible for the development and management of all staff, programs, and administrative functions of the Association in a manner that is consistent with IABC Bylaws, this Policy Manual, and sound association management principles. The Executive Director of IABC must have proven administrative abilities, knowledge in all areas of association management, and a demonstrated understanding the communication profession.

More information about the principal duties of the Executive Director may be found in Appendix F – Board Roles and Responsibilities.

## **Section VII: EXECUTIVE LIMITATIONS**

- A. Nonprofit Status.** IABC shall not issue stock. No part of its revenues shall inure to the benefit of any member or any other person, except as otherwise provided in the Bylaws and Policy Manual.
- B. Fiscal Year.** The Executive Board shall determine the fiscal year calendar. Until further action is taken, the fiscal year of IABC shall begin January 1 of each year and terminate December 31.

**C. Salary Restrictions.** No member of Region Boards or the Executive Board may receive any compensation for services rendered to those Boards, but members may receive reimbursement for certain expenditures incurred on behalf of IABC.

**D. Audits.** IABC's financial records shall be audited annually by a Certified Public Accountant,

The auditor shall present the audit report to the Audit Committee. After discussion, the Audit Committee will forward the report to the Executive Board for approval. The Audit Committee Chair shall report on the audit to delegates at the Annual General meeting. Should the Audit Committee Chair be unable to present the report at the AGM, he/she shall appoint a committee member to make the report at the AGM. The audit report shall be approved by a simple majority vote of those eligible to vote at the Annual Meeting. No later than 30 days after the audit is approved, the Audit Committee Chair shall ensure that a full report on the fiscal year-end audit shall be made to all members.

**E. Periodic Financial Reports.** The Secretary/Treasurer shall furnish members of the Executive Board with reports of income and expenditures, assets and liabilities, and the status of financial investments. Prior to Executive Board meetings, summaries for appropriate periods shall be made available to Executive Board members, as well as to Region Chairs and Chapter Presidents requesting such information. A report for the fiscal year, as current as possible, shall be made at the Annual Meeting.

Members of the Executive Board shall receive copies of all proposed budgets at least 14 days in advance of the Board meeting at which the budget will be considered.

**F. Commercial and Savings Accounts and Securities.** The Executive Director, with the approval of the Secretary/Treasurer, may select convenient financial institutions and arrange for safekeeping of IABC operational funds.

The Investment Committee guides Association investments and securities. For more information, see item L, below.

**G. Reimbursement of Expenses.** No member of the Executive Board shall incur expenses payable by IABC except by prior agreement of the Executive Board, or in the performance of routine matters customarily paid for by IABC.

**H. Authority for Disbursements**

1. For items exceeding US \$5,000 not clearly covered by budget categories, written approval of both the Chair and the Secretary/Treasurer shall be required in advance.
2. The Executive Director and staff members designated by the Executive Director shall have signature authority for all expenditures and withdrawals clearly covered by budget. Two signatures shall be required for checks or withdrawals of US \$5,000 or more.
3. When two signatures are required, the Secretary/Treasurer shall also have authority to sign checks or approve withdrawals, but only in an emergency.

**I. Funds for Chair and Vice Chair.** IABC shall budget funds for the travel expenses of the Chair and Vice Chair, who shall regularly submit requests for reimbursement of actual expenses. The total amount of reimbursement for the Chair and Vice Chair shall not exceed the amount budgeted, without prior approval of the Executive Board.

1. Who is covered
  - A) IABC Chair and Vice Chair
  - B) Selected committee chairs as determined by the budgeting process.
2. What expenses are covered?
  - A) Transportation costs to get from home city to meeting location (airfare, train, or mileage, payable at the rate used by the U.S. Internal Revenue Service)
  - B) Shuttle or taxi fares to get from airport or train station to hotel and back
  - C) Taxi fares to get to and from meetings
  - D) Hotel room and tax
3. What expenses are not covered?
  - A) Meals
  - B) Hotel incidentals (phone calls, Internet access, room service, movies, laundry)
  - C) Hotel charges for companion
  - D) Taxi fares for non-business purposes
4. What meetings are covered?
  - A) IABC Board and Executive Committee meetings
  - B) Other meetings as approved as part of annual budget
5. Travel Procedures for budgeted travel
  - A) Each year when the budget is passed, the Chair and Vice Chair will be given a detailed travel budget, showing them the trips for which funding is provided and the amount of money allocated.
  - B) When a Board meeting is upcoming, it is the responsibility of the Chair and Vice Chair to book his/her transportation reservations. Unless the volunteer requests otherwise, IABC will make the hotel reservation.
  - C) No more than 30 days after the Board meeting, the Chair and Vice Chair will submit a request for payment along with receipts for all items for which he/she is requesting reimbursement.
  - D) With support from staff, the IABC Secretary/Treasurer will issue quarterly reports to the volunteer to help him/her track expenses against budget.
6. Travel procedures for unbudgeted travel
  - A) Should a volunteer desire to make a trip for IABC that is not included in the current year's budget, he/she will submit a request to the Secretary/Treasurer, explaining the following points:
    - Departure and destination locations
    - Purpose of trip
    - Description of how the trip will benefit the organization
    - An outline of approximate cost per trip, with all expenditures itemized
    - Balance remaining in his/her travel budget
  - B) The IABC Finance Committee will review requests based on standard fees for travel costs. The Finance Committee will work with staff to determine if the budget can support the requested travel expense reimbursement. The Committee may return with suggestions for cost reduction or sources of funding to subsidize travel.

## **J. Travel Funds for Directors**

1. To support directors/trustees service on the IABC International Executive Board/Trustees, IABC shall budget funds to provide travel reimbursement for Executive Board and Executive Committee meetings (except those that occur by conference call).
2. IEB directors/trustees will be reimbursed for an appropriate amount of travel expenses to board meetings and Executive Committee meetings as determined by the Chair.
  - A) Directors/trustees are eligible to receive the reimbursement only for meetings they attend in person.
  - B) Directors/trustees will forego the full reimbursement if their employer pays their full travel expenses.
3. Reimbursable Expenses
  - A) Airfare
    - a. Reimbursement is at the economy-class rate in full.
    - b. It is recommended that flight arrangements be made at least 4 weeks in advance to secure the best price.
  - B) Hotel
    - a. In the event that the board meeting coincides with a conference, board members must book their accommodations in the hotel of the conference event.
    - b. Board members, in-flight for seven hours or less, will be reimbursed for 2 hotel nights and board members, in-flight for over seven hours, will be reimbursed for 3 nights at the hotel.
    - c. When the board meeting does not coincide with a conference, the board members will make every effort to reserve accommodations at hotels that are internationally rated in the 3 or 4 star range, with the same reimbursement amounts as stated above.
  - C) Food
    - a. In the event the board meeting coincides with a conference, oftentimes meals are inclusive, in which case there will be no reimbursement for food expense to the board members.
    - b. In the case where meals are not provided a maximum of \$50 per diem will be provided
  - D) Ground Transportation
    - a. Reasonable reimbursement will be provided for ground transportation to and from the destination airport.
4. Reimbursement Requests
  - a. Directors/Trustees must submit a Request for Reimbursement form to IABC for their actual expense.
  - b. The Request for Reimbursement form will be provided by IABC.
  - c. Receipts for airfare, hotel, food and ground transportation must be provided with the reimbursement request.

## **K. Leader Visit Program**

The Leader Visit program brings IABC Executive Board Members and IABC Staff face-to-face with the worldwide association membership to discuss challenges affecting employers, clients and the profession. In addition, board members meet (formally or informally) with chapter leaders to discuss IABC issues.

The program offers chapters a way to expand professional development programming by providing a low-cost source for recognized experts on a wide variety of communication issues. At the same time, it is one way the board fulfills a primary role - to be a link with members of the

association, in touch with, educating and anticipating the issues and needs of front-line communicators.

Discussions center on fundamental changes in the work environments, issues of concern to business leaders, and implications for the communication function, the communication profession and individual communicators.

Chapters are welcome to invite board members to speak at chapters as often as they like but chapters may only request funds through the Leader Visit program once every two years. Funds are available on a first come, first serve basis but priority is given to developmental and struggling chapters.

Leader Visit Program funds are not available for regional directors to visit chapters in their own regions.

**Costs** --There is no speaker fee. The speaker's travel expenses are shared between the chapter and IABC international. IABC will reimburse half of the total cost of hotel, ground transportation and economy/coach round-trip airfare, within a reasonable, specified amount; the chapter shall pay the other half of the expenses. The speaker's food and other incidental expenses are not covered. The chapter will be responsible for the remaining expenses. Should the chapter wish to present the speaker with a gift (optional), it is recommended that a donation be made to the IABC Research Foundation by the chapter on behalf of the speaker. There is a limited budget for this program so chapters must receive authorization from the international office before finalizing arrangements.

**Five Steps** Getting a speaker through the leader visit program is a five-step process.

**Step 1** -A chapter identifies a potential speaker from the **list of speakers and topics**.

**Step 2** -Once a potential speaker(s) has been identified, the chapter contacts International headquarters for approval at **leader\_centre@iabc.com**.

**Step 3** -Once the chapter receives approval from headquarters, the chapter contacts the speaker directly to negotiate date, length of session, venue and all other details.

**Step 4** -The program takes place.

**Step 5** -Reimbursement: The speaker and/or chapter send receipts for expenses to IABC headquarters. The chapter will be invoiced by IABC headquarters for its share of the expenses.

**L. Operating Reserve Fund and Special Project Fund.** IABC shall develop an income sufficient to provide for budgeted expenses. Excess of revenue over expenses shall be used to provide operating reserves and funds for special projects. Income and capital gains are to be retained and reinvested within each Fund.

1. **Operating Reserve Fund.** IABC shall maintain an Operating Reserve Fund, to ensure both the financial strength of the Association and the ability to respond to unforeseen circumstances with adverse financial implications. The Operating Reserve Fund shall be equivalent to a minimum of three months (25%) to four months (33%) of current-year budgeted expenses. The primary purpose of the Operating Reserve Fund is to maintain the Association's financial strength, while providing financial reserves for unforeseen future contingencies.
2. **Special Project Fund.** IABC shall maintain a separate Special Project Fund to provide for product development and business growth. The purpose of the Special Project Fund is to provide funds for long-range purposes, as designated by the Executive Board. Once the Operating

Reserve Fund reaches the required level of funds, the remainder of accumulated excess of revenue over expenses shall be directed to the Special Project Fund. Should operating reserves fall below three months of budgeted expenses, Special Project funds will be transferred to and invested as Operating Reserve funds.

**M. Investments.** The IABC Investment Committee oversees investment activities and is guided in its decisions by IABC's Investment Policy, outlined in Appendix G.

**N. Staff Compensation.** The Executive Director of IABC, in managing the staff, shall ensure that all salary increases and other forms of compensation, both direct and indirect, are taken at the time they become effective and that there shall be no deferral of any compensation, unless directed specifically by the Executive Board. This Policy will apply as well to the Executive Director of IABC. It shall be the responsibility of the Executive Director and the Executive Board to ensure that the Association funds all such increases at the time they are incurred, or at the time it is anticipated that they will occur.

### **Section V: PRIVACY**

No IABC entity, including International, Chapters, or regions, is allowed to publish its members' e-mail addresses in printed directories or in a visible format on its Web site unless such a directory is 100 percent opt-in, meaning that no member is included in same until they have given the IABC entity explicit permission to do so.

### **Section VI: AMMENDMENTS**

This Policy Manual may be amended by a majority vote of the IABC Executive Board. Chapter Presidents shall be notified that a copy of this Policy Manual is posted on the web site and is available upon request to any IABC member.

## APPENDICES

### **Appendix A. Code of Ethics for Professional Communicators**

*Passed by the IABC Executive Board January 24, 1985*

#### **Preface**

Because hundreds of thousands of business communicators worldwide engage in activities that affect the lives of millions of people, and because this power carries with it significant social responsibilities, the International Association of Business Communicators developed the Code of Ethics for Professional Communicators.

The Code is based on three different yet interrelated principles of professional communication that apply throughout the world.

These principles assume that just societies are governed by a profound respect for human rights and the rule of law; that ethics, the criteria for determining what is right and wrong, can be agreed upon by members of an organization; and, that understanding matters of taste requires sensitivity to cultural norms.

These principles are essential:

- Professional communication is legal.
- Professional communication is ethical.
- Professional communication is in good taste.

Recognizing these principles, members of IABC will:

- engage in communication that is not only legal but also ethical and sensitive to cultural values and beliefs;
- engage in truthful, accurate and fair communication that facilitates respect and mutual understanding; and,
- adhere to the following articles of the IABC Code of Ethics for Professional Communicators.

Because conditions in the world are constantly changing, members of IABC will work to improve their individual competence and to increase the body of knowledge in the field with research and education.

#### Articles

1. Professional communicators uphold the credibility and dignity of their profession by practicing honest, candid and timely communication and by fostering the free flow of essential information in accord with the public interest.
2. Professional communicators disseminate accurate information and promptly correct any erroneous communication for which they may be responsible.
3. Professional communicators understand and support the principles of free speech, freedom of assembly, and access to an open marketplace of ideas; and, act accordingly.
4. Professional communicators are sensitive to cultural values and beliefs and engage in fair and balanced communication activities that foster and encourage mutual understanding.
5. Professional communicators refrain from taking part in any undertaking which the communicator considers to be unethical.

6. Professional communicators obey laws and public policies governing their professional activities and are sensitive to the spirit of all laws and regulations and, should any law or public policy be violated, for whatever reason, act promptly to correct the situation.
7. Professional communicators give credit for unique expressions borrowed from others and identify the sources and purposes of all information disseminated to the public.
8. Professional communicators protect confidential information and, at the same time, comply with all legal requirements for the disclosure of information affecting the welfare of others.
9. Professional communicators do not use confidential information gained as a result of professional activities for personal benefit and do not represent conflicting or competing interests without written consent of those involved.
10. Professional communicators do not accept undisclosed gifts or payments for professional services from anyone other than a client or employer.
11. Professional communicators do not guarantee results that are beyond the power of the practitioner to deliver.
12. Professional communicators are honest not only with others but also, and most importantly, with themselves as individuals; for a professional communicator seeks the truth and speaks that truth first to the self.

### **Enforcement and Communication of the IABC Code for Professional Communicators**

IABC fosters compliance with its Code by engaging in global communication campaigns rather than through negative sanctions. However, in keeping with the sixth article of the IABC Code, members of IABC who are found guilty by an appropriate governmental agency or judicial body of violating laws and public policies governing their professional activities may have their membership terminated by the IABC executive board following procedures set forth in the association's bylaws.

IABC encourages the widest possible communication about its Code.

The IABC Code of Ethics for Professional Communicators is published in several languages and is freely available to all: Permission is hereby granted to any individual or organization wishing to copy and incorporate all or part of the IABC Code into personal and corporate codes, with the understanding that appropriate credit be given to IABC in any publication of such codes.

The IABC Code is posted on the IABC web site, <http://www.iabc.com/about/code.html> the association's monthly magazine, *Communication World*, publishes periodic articles dealing with ethical issues. Where appropriate, a session at the association's annual conference is devoted to ethics. The international headquarters of IABC, through its professional development activities, encourages and supports efforts by IABC student chapters, professional chapters, and regions to conduct meetings and workshops devoted to the topic of ethics and the IABC Code. New and renewing members of IABC sign the following statement as part of their application: "I have reviewed and understand the IABC Code of Ethics for Professional Communicators."

As a service to communicators worldwide, inquiries about ethics and questions or comments about the IABC Code may be addressed to members of the IABC Ethics Committee. The IABC Ethics Committee is composed of at least three accredited members of IABC who serve staggered three-year terms. The

functions of the Ethics Committee are to assist with professional development activities dealing with ethics and to offer advice and assistance to individual communicators regarding specific ethical situations.

Discretion will be used in handling all inquiries about ethics. Those wishing more information about the IABC Code or specific advice about ethics are encouraged to contact IABC World Headquarters (601 Montgomery, Suite 1900, San Francisco, CA 94111 USA; phone, 415-544-4700; fax, 415-544-4747).

## **Appendix B. Ethics Education Policy**

*Passed by the IABC Executive Board June 23, 2006*

### **Purpose of policy**

The purpose of the ethics education policy is to direct proactive, consistent, and responsible messaging regarding ethical communication practices. This messaging will promote compliance with the IABC Code of Ethics by individual members, and position the IABC Code of Ethics as a model for communication students, communication professors, communication professionals, and employers.

The intent of this policy is to demonstrate due diligence in helping individual members – of any classification of IABC membership as defined in the IABC bylaws – exercise sound, ethical, and legal judgment in all professional decisions, actions, and consultations.

This policy is based on the following principles:

We understand the value of and accept the responsibility for educating professional communicators about ethical decision making.

We acknowledge the unique circumstances that complicate decision making when faced with ethical dilemmas.

We respect our members' good judgment and trust that their decisions, actions, and practices comply with the IABC Code of Ethics, organizational policies, and governmental laws/regulations.

We are confident that the IABC Code of Ethics is a reasonable and realistic guide for our members and the profession.

### **Statement of policy**

#### **1. Role of the IABC ethics committee in ethics education**

1.1 In cooperation with the Executive Board, the ethics committee shall assess ethics education and awareness opportunities and implement an annual program.

1.2 When feasible, the ethics committee will develop practical materials to demonstrate the applicability of the IABC Code of Ethics through ethical dilemmas and the unique circumstances that complicate interpretation and decision making. These materials could be presented and/or delivered to regional and chapter leaders. They will be posted and archived on the IABC Leader Centre.

1.3. At least annually, the Chair of the Ethics Committee will present to the IEB an overview of the Ethics policy, current trends, major issues, and if needed, any recommendations for board action.

1.4 The ethics committee will work in cooperation with IABC staff members to identify opportunities to promote the IABC Code of Ethics as a model for organizations and communication professionals, students, and educators.

## **Appendix C. Conflict of Interest Policy**

*Passed by the IABC Executive Board June 25, 2005*

### **Purpose of policy**

The purpose of the conflicts of interest policy is to protect IABC's interest when it is contemplating entering into a commercial transaction or arrangement that might benefit the personal financial interest of an officer, Director, or committee member of the IABC Executive Board or the IABC Research Foundation Board of Trustees, hereafter referred to as "Board member" or "committee member," recognizing that what is in the best interests of IABC is what is in the best interests of all members. This policy is intended to supplement, but not replace, any applicable laws governing conflicts of interest that apply to IABC.

It is based on the principles of:

- Proactive disclosure where there is potential for a conflict to arise
- Acting in the best interests of the Association as a whole and not favoring any individual interests
- Fair and transparent processes
- Documentation of the process followed, where there is potential for questions about conflict of interest
- Open communication

### **Statement of policy**

#### **1. Prohibitions**

- 1.1.** A Board member or committee member must not exercise an official power or perform an official duty or function if he/she has a conflict of interest or an apparent conflict of interest.
- 1.2.** A Board member may not serve as a paid consultant or vendor to IABC during his/her term(s) in office. Board members with potential conflicts must inform the IABC Chair immediately. The IABC Chair shall implement this policy in consultation with the Executive Director and Past Chair.
- 1.3.** Staff shall not consult with Board members or committee members on matters in which they have a declared conflict.
- 1.4.** A Board member or committee member must not use information that is gained in the execution of his/her office or appointment and is not available to the general public, which may result in his/her financial gain either during his or her term of office or appointment or at any later time.
- 1.5.** A Board member or committee member must not use his/her office to seek to influence a decision, to be made by another person, to further his/her financial gain.
- 1.6.** A Board member or committee member must not accept a fee, gift, or personal benefit that is connected directly or indirectly with the performance of his/her duties of office. "Fee, gift or personal benefit," as previously stated, does not apply to a gift or personal benefit that is received as an incident of the protocol or social obligations that normally accompany the

responsibilities of office. If a gift or personal benefit referred to above exceeds US \$250 in value, or if the total value received directly or indirectly from one source in any 12-month period exceeds US \$250, the Board member or committee member must immediately file with the Executive Board a disclosure statement, in the form attached to this policy, indicating:

- 1.6.1. the nature of the gift or benefit,
- 1.6.2. its source, and
- 1.6.3. the circumstances under which it was given and accepted.

## 2. Proactive disclosure

- 2.1. Each Executive board and committee meeting shall include an agenda item requesting disclosure and resolution of any potential conflicts of interest from Board members and committee members.
- 2.2. Potential conflicts might include a relationship with a paid IABC consultant, vendor, or partner. In this case the Board member's level of decision-making about the contractual relationship with IABC and the level of responsibility in fulfilling that contract shall be disclosed and considered. Options include excusing oneself from discussing and voting on related agenda items; or resigning from the Board.
- 2.3. Each year at the June Board meeting or when an individual joins the Executive Board, he or she will sign the Conflict of Interest Disclosure and Acknowledgement Form, indicating receipt of the Conflict of Interest Policy and disclosing any potential conflicts of interest.
- 2.4. In addition to members of the Executive Board, all members of the Research and Accreditation committees shall sign the Conflict of Interest Policy.
- 2.5. **Once** members have provided a physical signature to Conflict of Interest Disclosure and Acknowledgement form, they will be reviewed by the Ethics Chair and stored electronically on the IEB eXchange site.

## 3. Fair and transparent processes

- 3.1. Nominees to the Executive Board shall be instructed on the Conflict of Interest Policy and asked to disclose any potential conflict(s) of interest in the nomination process.
- 3.2. The process for determining which individuals or organizations supply goods and services to IABC shall be consistently applied and documented, so that any member of IABC who has reasonable grounds to suspect a conflict of interest has occurred can obtain clear, objective, accurate information on how the process was conducted.
- 3.3. The staff, officers, and Directors of IABC shall at all times ensure fair value in the transaction and document how this was done. If it is general market practice to obtain competitive bids for particular goods or services, IABC should seek competitive bids for any contracts over US \$5,000 per annum in value in all cases, except those where a reasonable person would accept that obtaining competitive bids is not in the best interests of IABC.

## 4. Definitions

**4.1. Member** of IABC means a member in any class of membership

**4.2. Conflict of interest**

4.2.1. A Conflict of Interest exists when a Board or committee member exercises an official power or performs an official duty or function, knowing that this action may result in personal gain.

4.2.2. An apparent Conflict of Interest exists when a reasonably well-informed person has cause to perceive that the private interest of a Board member or committee member has guided an official power or the performance of an official duty.

## **Appendix D. IABC WHISTLEBLOWER POLICY**

*Passed by the IABC Executive Board February 21,, 2008*

### **General**

The IABC's (Association) Code of Ethics and Conflict of Interest policy (section 104, Employee Handbook) requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the association, we must practice honesty and integrity in fulfilling our responsibilities and complying with all applicable laws and regulations.

### **Reporting Responsibility**

It is the responsibility of all directors, officers, international volunteer leaders and employees to comply with the standards and to report violations or suspected violations in accordance with this Whistleblower Policy.

### **No Retaliation**

No director, officer, international volunteer leader or employee who in good faith reports an ethical violation, shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the association prior to seeking resolution outside the association.

### **Reporting Violations**

Employees should share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's immediate supervisor is in the best position to address an area of concern. However, if the employee is not comfortable speaking with his/her supervisor or is not satisfied with the supervisor's response, he or she is encouraged to speak with someone in the Human Resources Department or anyone in management whom the employee is comfortable in approaching. Supervisors and managers are required to report suspected violations to the Executive Director.

When an employee or supervisor is not comfortable contacting the Executive Director or is not satisfied with her response, the Audit Chair acting as the Compliance Officer should be contacted directly. The Compliance Officer should also be contacted in cases involving suspected fraud committed by the Executive Director, directors, officers or international volunteer leaders.

### **Compliance Officer**

The association's Compliance Officer is responsible for investigating complaints and allegations involving directors, officers and international volunteer leaders. At his discretion, he shall advise senior management. The Compliance Officer shall be appointed by the Chair. He/she will be a senior level member in good standing, not affiliated at the time with another committee. The Compliance Officer is required to report to the audit committee at least annually on compliance activity.

### **Accounting and Auditing Matters**

The audit committee of the board of directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

### **Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Ethical standards must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

### **Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **Handling of Reported Violations**

The Executive Director or the Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

## **Appendix E. IABC Anti-Fraud Policy**

*Passed by the IABC Executive Board February 21, 2008*

### **Introduction**

The Audit Committee of IABC and the IABC Research Foundation (hereafter "the association") has established an anti-fraud/whistleblower policy to enforce controls, and to aid in the prevention and detection of fraud, theft, waste or abuse against the Association. This policy applies to any employee (including management), consultant, vendor, and contractor or outside association, including any person doing business with the association or in any other relationship with the association. It also applies to IABC officers, directors and international volunteers.

IABC does not tolerate any type of fraud, theft, waste or abuse. The policy is to promote consistent, legal and ethical organizational behavior by:

- assigning responsibility for reporting fraud, theft, waste or abuse;
- providing guidelines to conduct investigations of suspected fraudulent behavior; and

requiring each employee to receive training in this policy as part of the review of the IABC Employee Handbook.

Failure to comply with this policy subjects an employee (including management) to disciplinary action, including immediate termination. Failure to comply to the policy by a consultant, vendor, contractor, outside agency, or person doing business with the association or in any other relationship with the association, could result in cancellation of the business or other relationship between the entity and the association. Failure to comply with this policy by an IABC officer, director or international volunteer could result in revocation of his or her membership and removal from a volunteer position. IABC will pursue prosecution if the results of an investigation indicate the possibility of criminal activity.

For purposes of this policy, only the terms *fraud* or *fraudulent* include theft, waste and abuse as defined below. The term *employee* includes part-time, full-time and temporary employees. The term *management* includes any employee who has authority to sign another employee's performance evaluation. The term *IABC officer* refers to the chair, vice chair, past chair and secretary/treasurer of the Executive Board and the Research Foundation. The term *director* refers to a director on the Executive Board and a Research Foundation trustee. The term *international volunteer* refers to any leader or member of an international committee, task force or working group, but not a volunteer at the regional or chapter level.

### **Definitions and Examples of Fraud, Waste and Abuse**

*Fraud* is defined as an intentional deception designed to obtain a benefit or advantage or to cause some benefit that is due to be denied. Examples of fraud include:

- Forgery or alteration of a check, bank draft or any other financial document.
- Theft of a check or other diversion of a taxpayer payment.
- Misappropriation of funds, securities, supplies or other assets.
- Impropriety in the handling or reporting of money or financial transactions.
- Profiteering as a result of insider knowledge of IABC operations.
- An employee with access to confidential taxpayer information who sells this information or uses it in the conduct of an outside business activity.

*Waste* is the loss or misuse of resources that results from deficient practices, system controls or decisions done with the intent to adversely impact IABC's financial health.

*Abuse* is the intentional, wrongful or improper use of resources or misuse of rank, position or authority that causes the loss or misuse of resources, such as tools, vehicles, computers and copy machines.

Examples of abuse include:

- Using equipment or supplies to conduct personal business.
- An employee using non-confidential member information to get new customers for his/her outside business.

*Theft* is defined as the act of taking something from someone unlawfully. An example of theft is taking home a printer belonging to the organization and keeping it for personal use.

### **Responsibility to Report Suspected Fraud**

Instances of suspected fraud, theft waste or other dishonest conduct committed by IABC employees should be considered personnel matters and handled by the Executive Director. Instances of suspected fraud, theft, waste or other dishonest conduct committed by a consultant, vendor, contractor or outside agency, including any person doing business with the association or in any other relationship with the association will be handled by the Executive Director as well. Allegations involving the Executive

Director, director, officer or international volunteer would be handled by the Audit Committee Chair acting as the Compliance Officer.

Each employee is required to report any suspected fraud of other employees to the IABC's Executive Director. Should an IABC employee suspect that the Executive Director has engaged in fraud, theft, waste, abuse or other dishonest conduct, then he/she should make a report to the Compliance Officer. The identity of an employee or complainant who reports suspected fraud will be protected to the full extent allowed by law. (See: *Responsibilities of Executive Director and Compliance Officer*.)

### **Guidelines for Handling a Report of Suspected Fraud, Theft, Waste or Abuse**

Whether the initial report is made to the Executive Director or the Compliance Officer, the reporting individual should receive the following instructions and information:

Do not contact the suspected individual in an effort to determine facts or demand restitution. Allow the investigation to be conducted. The reporting individual should not investigate the allegations further.

Observe strict confidentiality. Do not discuss the case, facts, suspicions or allegations with anyone unless specifically asked to do so by the Executive Director or the Compliance Officer. IABC will not tolerate any form of retaliation against individuals providing information concerning fraud or suspected fraud.

Every effort will be made to protect the rights and the reputations of everyone involved, including the individual who in good faith alleges perceived misconduct, as well as the alleged violator(s). The identity of an employee or other individual who reports a suspected act of fraud will be protected.

### **Responsibility of Executive Director and Compliance Officer**

On receiving a report of suspected fraud, the Executive Director shall document the contact and conduct a preliminary investigation to determine the credibility of the report. If the report is credible, the Executive Director shall follow the investigation guidelines provided in this policy. (See: *Guidelines for the Investigation of Suspected Fraud*.) Should the Compliance Officer receive the report, he/she will follow the same procedure.

The Executive Director or Compliance Officer shall make every effort to protect the rights and the reputations of everyone involved in a report of suspected fraud, including the individual who in good faith alleges perceived misconduct, as well as the alleged violator(s). The Executive Director or Compliance Officer also shall make every effort to protect the identity of a person who in good faith reported the suspected fraud. However, disciplinary action may be taken as provided by this policy if a report is made in bad faith (see: *Disciplinary Action*).

On determining that a report is not credible or is not a report of fraud, the Executive Director or Compliance Officer shall document this determination. The documentation shall include support for the determination.

In addition to reporting each suspected fraud to Audit Committee, the Compliance Officer is responsible for reporting confirmed fraud to the IABC Executive Board, and, as appropriate, the Research Foundation Trustees. The Executive Director would report any cases of confirmed fraud to the IABC Chair and the Compliance Officer.

The Executive Director in conjunction with the Compliance Officer is responsible for the administration, revision, interpretation and application of this policy when it concerns IABC employees and vendors.

The Audit Committee is responsible in the event that the allegation involves the Executive Director, a board member, officer or international volunteer.

### **Guidelines for the Investigation of Suspected Fraud**

The Executive Director is responsible for the full investigation and documentation of suspected fraud involving IABC employees and vendors. The Compliance Officer is responsible for the full investigation and documentation of suspected fraud involving the Executive Director, director, officer or international volunteer.

Each employee involved in an investigation of suspected fraud shall keep the content of the investigation strictly confidential to the full extent provided by law. Investigation results shall not be disclosed or discussed with anyone other than those who have a legitimate need to know.

Any required investigative activity shall be conducted without regard to the suspected wrongdoer's length of service, position/title, relationship to IABC or any other perceived mitigating circumstance.

The investigator, either the Executive Director or the Compliance Officer, shall maintain appropriate documentation regarding incidents of fraud. The investigator shall develop and maintain guidelines for access to and security of this documentation.

If an investigation substantiates fraudulent activities, the Executive Director or the Compliance Officer will prepare an incident report to the IABC Executive Board, the Research Foundation Trustees (as appropriate), and the Audit Committee. The Compliance Officer shall prepare the report as soon as possible after the fraud is confirmed and shall document the content of the investigation, the findings and any disciplinary action taken as a result of the finding.

Any inquiries from the suspected individual, his or her attorney/representative, or any other inquirer shall be directed to the Executive Director or the Compliance Officer. If necessary, the Compliance Officer will refer these inquiries to the Audit Committee and the executive committee.

### **Disciplinary Action**

***Failure to comply with any part of this policy is grounds for disciplinary action.***

An employee who:

- has engaged in any form of fraud, waste or abuse;
- suspects or discovers fraudulent activity and fails to report his or her suspicions as required by this policy; or
- intentionally reports false or misleading information

is subject to disciplinary action, including immediate termination.

Any member of management who commits or does not pass to the Executive Director or Compliance Officer each and every report of suspected fraud made by an employee or other person is subject to disciplinary action, including immediate termination.

Should any officer, director or international volunteer violate the policy he or she will be subject to appropriate action, taken by the IABC Executive Board in consultation with the Compliance Officer, Executive Director and Ethics Committee. Disciplinary action could include revocation of IABC membership.

### **Annual Reporting**

Incidents of suspected fraud determined by the Executive Director to have merit shall be reported to the Audit Committee, the outside auditors, the Executive Board, and as appropriate, the Research Foundation Trustees on an annual basis. The annual report shall include: whether the report was from an employee; the determination of merit; whether a full investigation was conducted and if so, the results of the investigation; the disciplinary action, if any resulting from the investigation; and whether the report was referred to an outside counsel and if so, the current status or final results of the referral.

Any incident of suspected fraud by the Executive Director determined to have merit shall be reported to the Audit Committee, outside auditors, the Executive Board, and, as appropriate, the Research Foundation Trustees. The report shall include: whether the report was from an employee; the determination of merit; whether a full investigation was conducted and if so, the results of the investigation; the disciplinary action, if any resulting from the investigation; and whether the report was referred to an outside counsel and if so, the current status or final results of the referral.

## **Appendix F. Board and Executive Director Roles and Responsibilities**

*Passed by the IABC Executive Board June 25, 2005*

### **Role of the IABC International Executive Board**

The Executive Board is the governing body of IABC and is accountable to the members. The Executive Board shall have supervision, control and direction of the affairs of the Association; actively pursue the Association's mission; determine its policy within the limits of the law, bylaws and Articles of Incorporation; uphold the *IABC Code of Ethics for Professional Communicators*; and supervise disbursement of funds. The Executive Board develops the strategic plan and direction for the Association under the guidance of the Association Bylaws approved by the IABC membership.

### **Board Competencies**

IABC seeks to elect members of the Executive Board based on a set of core competencies that will contribute to the long-term success of the Association as defined in the strategic plan. Executive Board members, as a collective team, should have depth, demonstrated experience and capabilities in the following 10 areas of competency:

Advocate for IABC & the Communications Profession – active supporter and champion of IABC and the communication profession

Problem Solving & Decision Making - displays effective problem solving and decision-making skills, good insight and judgment, innovative and creative thinking, and the ability to work in teams to reach consensus

Leadership Ability - effectively leads in appropriate circumstances; involves acquiring the skills needed to influence, inspire, and motivate individuals and groups to achieve results

International Perspective - identifies and deals with the variety of challenges and opportunities of doing business in a multi-cultural and multi-national world

Strategic/Critical Thinking - sets the strategic direction of the association and uses strategic approaches to decision-making

Marketing/Member Focus - in touch with the concerns, interests, needs, and wants of members; possesses a general understanding of industry trends that must be addressed by the organization in order to appeal to prospect members

Business/Resource Development - supports efficient and effective business processes that optimize the organizational management and delivery of products/services to all constituents

Organizational Dynamics & Change Management - possesses an accurate understanding of the organization and of various environmental conditions that influence the profession, constituents, and the organization

Financial Acumen - possesses a fundamental understanding of association financial functioning and financial statements in order to oversee and ensure the financial well-being of the association  
Professional Demeanor - behaves in a manner that is consistent with the character and standards of IABC's Code of Ethics, as well as the norms of the environment in which they interact daily

In addition to the required personal and business competencies, individuals contribute to a high-performance Executive Board by offering specific skills, competencies, and/or experience in a diversity of areas, including: fund-raising, organizational dynamics, marketing & business development, change management, by-laws/policy development, research, public relations, information technology, consulting, or other areas.

Executive Board members should have knowledge and experience in one or more of the following communication practices: internal/employee communications, marketing communications, public relations, investor relations, advertising, journalism, government relations, organizational communications, community relations, social science research, information technology, or others.

A high-functioning Executive Board represents a variety of industry sectors as evidenced by his/her professional network and scope of influence. These may include: corporate or business, community, media, government, academia, other associations, or others.

Critical to the success of IABC is an Executive Board that reflects the geographical scope and diversity of its members.

### **Board Expectations**

Executive Board members are required to meet and work together as a Board, and to work in smaller sub-groups, task forces and/or committees outside the regularly scheduled Board meetings. This requires a dedication of time, energy and financial backing. In addition, Board members are required to become involved first-hand in revenue-generating and/or fund-raising activities on behalf of the association.

The Board as a whole and Board members individually, are expected to support the process of governance used by the Board; work as a cohesive, collaborative team; and speak with one voice on decisions. Decisions made by the Board should be in the best interest of IABC as a whole and not on behalf of any constituency. Board members have a responsibility to local Chapters and Regions to help ensure their health and sound operation.

As members of the Executive Board, individuals must remember that they represent IABC at all times and their actions reflect perceptions of IABC. Therefore, Board members must be role models for other IABC members and their business and personal communities and follow and exemplify the IABC Code of Ethics. Executive Board members are called upon to provide leadership to IABC and the communications profession and must comply with all policies contained in the policy manual.

Individuals serving on the Executive Board are encouraged to bring their expertise and perspectives to the work of the Board. In keeping with the diversity of the Board constitution, diversity of opinion is also encouraged and shall be respected. In doing so, conversations during Board meetings will be rich and meaningful. It is a necessity that all Board members keep in confidence the reflections and opinions shared by others during these conversations.

Additionally, information shared with Board members as background for decisions may be shared in confidence with this leadership group. Board members shall only share decisions and results of Board meetings; confidentiality is of utmost importance.

All Board members have a fiduciary responsibility to IABC and its members.

### **Officers' Roles**

As defined in the IABC Bylaws, the officers of the Association shall be a Chair, Vice Chair, Past Chair and Secretary/Treasurer. These officers shall perform the duties necessary to the office or as prescribed by the Executive Board, the bylaws, IABC policy, and the parliamentary authority adopted by IABC.

#### **Chair**

The Chair shall be the chief elected officer of the Association; exercise general supervision over executive affairs of the Association; preside at all Annual and Special Meetings of the Association; preside at all Executive Board and Executive Committee meetings; appoint and serve as an ex-officio member of all Association committees; appoint all committee chairs, except as otherwise provided by the bylaws; and represent or appoint a representative of the Association at meetings of other organizations and at public affairs. The Chair shall serve a single one-year term.

#### **Vice Chair**

The Vice Chair shall have duties assigned by the Chair and by the bylaws; act in the absence of the Chair; serve as chair of the Council of Regions; oversee long-range planning activities for the Association; represent the Association in the absence of the Chair; serve on the Nominating Committee; serve on the Finance Committee; serve as an ex-officio member of all standing committees; and serve on the Executive Committee.

#### **Past Chair**

The Past Chair shall have duties assigned by the Chair and by the bylaws; chair the Nominating Committee; lead identification and nomination of candidates for the Executive Board and Research Foundation Board; provide strategic council to the Chair and other Executive Board members; help identify members to participate on International-level committees and work groups; lead the annual evaluation of the Executive Director, and serve on the Executive Committee.

#### **Secretary/Treasurer**

The Secretary/Treasurer shall have duties assigned by the Chair and by the Bylaws. In addition to the duties assigned by the Bylaws, the Secretary/Treasurer also serves on the Investment Committee.

The Secretary/Treasurer is also responsible for hosting:

- Monthly Finance Committee calls that include a summary review, as well as review of the income statement, cash flow, statement of financial position, and financial ratios; and
  - Quarterly Foundation Finance Committee calls that include a review of the budget status.
- Board review and approval conference calls for budget approval.

The Secretary/Treasurer also assists staff in headquarters in establishing the annual budget and providing financial education to board members through regular communications, board presentations and orientation sessions. Many of the duties overseen by the Secretary/Treasurer are delegated to staff at the discretion of the Secretary/Treasurer.

### **Non-Officer Roles**

Those board members elected to the Executive Board but not acting as an officer of the Association may be asked to provide leadership for special projects or areas of focus from the strategic plan as assigned by the Chair. This may include but is not limited to such areas as sponsorship, membership or accreditation. Assignments to these roles will be made by the Chair based on competency and interest.

The Chair may also appoint directors to manage portfolios as determined from time to time by the Executive Board, and as explained in the Bylaws. And Board members may be appointed by the Chair to lead committees, work groups or task forces.

## **Executive Director Role**

### ***Position Overview***

Reporting to the Board Chair, and following the governance model established by the Executive Board, the Executive Director of IABC is the chief staff person employed by IABC. The Executive Director is responsible for the development and management of all staff, programs and administrative functions of the Association in a manner that is consistent with Executive Board policies and sound association management principles. The Executive Director of IABC must have proven administrative abilities and knowledge in all areas of association management and a demonstrated understanding of the communication profession.

The Executive Director is accountable for developing, implementing and reporting on an annual action plan and budget that is aligned with the IABC Strategic Plan as developed and approved by the Executive Board. The Executive Director shall report on progress against the Strategic Plan as requested by the Executive Board. The Executive Director shall serve as a spokesperson for the Association and an advocate for the communication profession.

The Executive Board shall review the performance of the Executive Director, determine compensation for the Executive Director, and have authority, by an affirmative vote of two-thirds, to terminate employment of the Executive Director at any time for causes deemed sufficient.

### ***Principal Duties of the Executive Director***

To keep the Executive Board informed of conditions and operation of IABC, providing advice and counsel as necessary, and carrying out policies adopted by the Executive Board.

To assure that all funds, physical assets and other IABC properties are appropriately administered, that annual audits are made as required, and that financial records and controls are maintained in accordance with sound fiscal practices.

To manage association headquarters and staff, using sound management practices, and to be responsible for hiring, supervision, promotions, terminations, and salaries.

To administer association programs including publications, individual membership requests, awards programs, conferences, seminars, educational and public relations, and other programs as adopted by the Executive Board.

To serve as ex-officio member of all IEB IABC committees and to provide continuity and assist as liaison between committees, the Executive Board and staff.

To attend all pertinent meetings of IABC and deliver staff reports/updates as required.

To ensure that membership records are maintained in a manner most convenient to the association and its regions and chapters.

To foster and maintain relations with other organizations as deemed necessary or appropriate by Executive Board.

To execute legal commitments and contracts as authorized by the Chair or other officers, as appropriate.

The Executive Director has complete authority to act if the commitment is covered by the current approved budget.

The Executive Director must obtain agreement from the IABC Chair if the commitment or contract will have an impact of \$10,000 or more on future budgets.

The Executive Director shall also obtain agreement from the IABC Chair with regard to unusual or one-time projects such as leases, special contracts, or major capital equipment leases.

## **Appendix G. IABC Investment Policy**

*Amended by the IABC Executive Board February 28, 2011*

*Amended by the IABC Executive Board January 21, 2014*

### **Overview of Policy**

Approved by the Executive Board, the Investment Policy defines the goals, strategy, and portfolio allocations for funds overseen by the Investment Committee. In addition, the policy provides guidance for the Investment Advisor<sup>1</sup>.

### **Risk Profile and Investment Goal**

The Association's risk profile is moderately conservative. IABC's financial vulnerability means that, in an emergency, the Association may need to quickly convert its investment portfolio to cash for the Association's operations.

Further, the Association may need to call on some of the funds quickly to finance new programs and initiatives. A key principle of IABC's investment approach is that diversification is almost always the best way to protect the overall investment from volatility, regardless of the risk profile of various instruments.

The Association's investment goal is to increase the value of the portfolios, after inflation and after expenses, by at least as much as would be gained by investment purely in 30-day US Treasury Bills.

### **Strategy**

IABC's operational investment strategy will be developed with the advice of its Investment Advisor, but will be: a) subject to the above Risk Profile and b) subject to the following rules:

#### **RESERVE PORTFOLIO (Existing Schwab One and Growth Accounts)**

##### **Acceptable Investments for the Reserve Portfolio**

IABC may invest in highly-liquid equity funds, bonds, bond funds, mutual funds employing risk neutral strategies, or cash and cash equivalents. IABC will *not* invest on margin.

##### **Equities**

When investing in equities, IABC may invest in large to mid-cap equity mutual funds or exchange traded funds that are concentrated on either U.S. equities, or international funds concentrated primarily on EU, Canadian, AU/NZ, or Japanese equities. IABC will, where possible, invest in funds that track market indices. IABC may *not* invest in individual equities.

##### **Bonds**

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<sup>1</sup> Financial institution appointed by the Investment Committee to advice on investments.

When investing in bonds, IABC may invest in ultra-short, short-, intermediate-or long term corporate or U.S. federal, state, and municipal bonds, or bond funds investing in the same, including non-traditional and floating rate funds.

### **Portfolio Benchmarking**

To judge performance, the overall portfolio should be measured and then reported to the Investment Committee, stating how the portfolio would have fared had it been invested solely in 30-day U.S. Treasury Bills net of inflation and fees. However, the portfolios quarterly report should also compare returns to a benchmark derived from the target allocation for the portfolio. The benchmark is the composite of the allocation weighted returns for indices representative of each asset class included in the portfolio.

### **Cash and Cash Equivalents**

Cash and cash equivalents are defined as cash, money-market accounts in the U.S., U.S. Treasury Bills with less than 90 days maturity, or certificates of deposit in U.S. banks with less than 90 days maturity. With this allocation, at least 15 percent of the portfolio must be in cash and cash equivalents; moreover, the Committee may place *all* of the assets in cash or cash equivalents if it so chooses.

When investing in equities and bonds, the Committee is bound by the guidelines to invest no more than 60 percent in either class. Moreover, no more than 40 percent of the total funds may be invested in any one sub-class (except for cash or cash equivalents).

According to above strategy, IABC will allocate its Reserve Portfolio according to the following guidelines:

<b>Reserve Portfolio Allocation</b>	<b>Allocations</b>	
Cash and cash equivalents		<b>15-100%</b>
Equities		<b>0-60%</b>
Large to mid-cap U.S. equity funds	<b>0-40%</b>	
Large to mid-cap international equity funds primarily in EU, Can, AU/NZ, Japanese equities	<b>0-40%</b>	
Bonds		<b>0-60%</b>
Short-term (< 1 year)	<b>0-40%</b>	
Long-term (>1 year)	<b>0-40%</b>	

### **SPECIAL GROWTH PORTFOLIO**

When the level of the Association's reserves meets targeted minimum goals, the Investment Committee may recommend the establishment of a new special growth portfolio (or an additional portfolio) that could provide a more diversified portfolio and expand investment opportunities. This net investment in this portfolio will not exceed 12% of the total investment portfolio. The purpose of this portfolio would be to provide for a potentially greater return on the investment but would hold a slightly higher risk. The portfolio would be monitored on a quarterly basis. The portfolio would also be reviewed annually as to whether or not this investment approach warrants further investment.

These guidelines define the type of securities in which the portfolio invests and its allocation constraints.

### **Cash and Cash Equivalents**

Eligible cash and cash equivalents are: cash in a recognized bank or brokerage account, money-market accounts in the U.S., U.S. Treasury Bills with less than 90 days maturity, and certificates of deposit in U.S. banks with less than 90 days maturity.

### **Fixed Income**

The portfolio may invest in U.S. Federal, State, Agency bonds, either directly or through bond funds. The portfolio may also invest in Municipals or Investment Grade U.S. Corporate bonds and Non-U.S. Corporate and Government Bonds through funds.

### **Equities**

Only investments in index funds or Exchange Traded Funds or I shares, a dominant brand of Exchange Traded Funds, are eligible. These funds invest in the shares of companies traded on a recognized stock exchange in the U.S. or abroad. The focus is on funds that track market and regional indices.

### **Special Growth Portfolio Allocation**

Portfolio allocations conform to the guidelines in the table below. Investment in U.S. equities may rise to 60% of the Special Growth Portfolio: in International equities to 35%, and in fixed income to 25%. Commitments to any single asset class may not exceed 40% and the ceiling on most asset classes is lower.

<b>Asset Class (Representative Index)</b>	<b>Allocation (%)</b>	
<b>U.S. Equities</b>		0-60%
Large Cap (Russell 200 Index)	10-40%	
Mid Cap (Russell Mid Cap)	0-40%	
Micro-Cap Stocks(IA Small Company)	7-20%	
REITs (FTSE Eq REITS)	0-10%	
<b>International</b>		0-35%
Pacific (MSCI Pacific)	7-35%	
Europe (MSCI Europe)	7-35%	
Emerging Markets (IFCI Composite)	7-20%	
<b>Fixed Income</b>		0-25%
Short-term (IA One Year U.S. Govt.)	0-25%	
Long-term (>1 year)	0-25%	
Non-U.S. Long-term (>1 year)	0-10%	
<b>Cash and cash equivalents</b>		0-100%

We believe that these guidelines give the Committee and the Investment Advisor sufficient flexibility to choose investments, without risking an undiversified portfolio.

### **Portfolio Monitoring**

The chair of the Investment Committee, the Executive Board Secretary/Treasurer, and the Controller (Headquarters) shall monitor the state of the portfolio, and shall provide reports quarterly to the Investment Committee and, through the Investment Committee, at least quarterly to the Finance Committee and the Executive Board.

### **Portfolio Benchmarking**

To judge performance, the overall portfolio should be measured and then reported to the Investment Committee, stating how the portfolio would have fared had it been invested solely in 30-day U.S. Treasury Bills net of inflation and fees. However, the overall portfolios quarterly report should also compare returns to a benchmark derived from the target allocation for the portfolio. The benchmark is the composite of the allocation weighted returns for indices representative of each asset class included in the portfolio.

### **Portfolio Adjustment**

When the Investment Committee reviews the performance of the funds each quarter, it will determine (1) whether the benchmark remains suitable and (2) whether any changes within the existing portfolio are necessary, and (3) whether funds should be repositioned among the portfolios. The Investment Committee may, in response to market conditions or the needs of the Association, recompose or reallocate the portfolio at any time. However, decisions to move funds among the portfolios require the approval of the International Executive Board (IEB). The Investment Committee may, at its discretion, issue standing instructions to the Investment Advisor to adjust or rebalance the asset allocation with the individual portfolios when market conditions require it.

### **Investment and Liquidation**

Under ordinary circumstances, the authority to assign new funds for investment is reserved to the Executive Board. The authority to liquidate all or part of the portfolio is reserved to the Executive Board.

In extraordinary and urgent situations – such as political events that significantly disrupt markets – the Investment Committee Chair, in conjunction with the Executive Board Chair and the Executive Board Secretary/Treasurer, may agree to reassign all or part of the portfolio invested in equities or bonds to cash or cash equivalents in order to protect the Association’s investments from excessive losses. The entire Investment Committee and the entire International Executive Board must be informed immediately. The reassigned funds must remain in cash and cash equivalents until the Investment Committee recommends reinvestment.

### **Investment Approval**

Investment proposals shall be presented by the Investment Advisor to the Investment Committee, which shall, by majority vote, approve investment proposals within 30 days. Once made, investments are committed until the portfolio is next reviewed by the Committee and a recommendation is made to redistribute investment allocations.

This Investment Policy shall be reviewed annually by the new Investment Committee and the Secretary/Treasurer; changes to this policy must be approved by the Executive Board.

## **Appendix H. IABC E-mail Privacy Policy**

*Passed by the IABC Executive Board September 14, 2002*

### **IABC Entities E-mail Policy**

In order to protect the privacy of members, IABC's Web site, [www.iabc.com](http://www.iabc.com), will provide an "opt-out" option, allowing members to opt out of e-mail communications. This may include e-mail from IABC about IABC activities or from IABC about other organizations. E-mail addresses for members who "opt out" may not be used for future e-mail communications, based on the opt-out option they choose:

- Opt-out of receiving all IABC information.
- Opt-out only of receiving information about other organizations.
- Opt-out of being listed in the on-line directory.

Members are encouraged to use [www.iabc.com](http://www.iabc.com) to register their opt-out requests in order to reduce the workload for Chapters and Regions. IABC will provide a means for Chapter leaders to get up to date opt-in/out lists from the [www.iabc.com](http://www.iabc.com) site.

No IABC entity, including International, Chapters, or regions, is allowed to publish its members' e-mail addresses in printed directories or in a visible format on its Web site unless such a directory is 100 percent opt-in, meaning that no member is included in same until they have given the IABC entity explicit permission to do so.

IABC will provide blind links to members' e-mail addresses to facilitate networking, as currently provided on Member Search. Regions and chapters may do the same.

No IABC entity may sell, trade, or give away to outside organization member information that includes e-mail addresses. Any IABC entity may send an e-mail to its members on behalf of another organization, subject to the opt-out option #2 outlined above for third-party communications.

IABC Chapters and Regions will communicate with their members by using the "E-mail my Chapter" feature, which will be available on the Chapter Management section of the Web site. By using this feature, Chapter or Regional leaders will be able to send e-mails that will appear to be addressed to only one recipient, so that Chapter-wide emails will not include e-mail addresses of every member in the "to" field.

While we realize this policy won't solve member problems with spamming from other organizations, it does ensure that IABC entities are not responsible for generating spam for members.

### **Examples of Inappropriate Use**

- Posting messages that included vulgar, inappropriate, and misleading language
- Posting messages that could have been interpreted as official IABC messages
- Other examples of inappropriate use that would be defined in a Web site usage policy are:
  - Using Member Search to distribute unsolicited commercial e-mail (UCE), which is commonly known as "spam"
  - Harvesting e-mail address or other contact information from [www.iabc.com](http://www.iabc.com) or any Chapter or Regional Web sites for purposes of distributing UCE
  - Sending out any form of promotional communication to our members that implies endorsement by IABC, when no such endorsement exists
  - Posting messages to any IABC on-line forum, including MemberSpeak: (a) to promote products or services not endorsed by IABC; and (b) that are threatening, profane, or bigoted in nature
  - Interfering with or "making mischief" via any present or future IABC on-line application
  - Security breaches, including but not limited to, password theft, password sharing, and misrepresenting one's identity via any present or future IABC on-line application

### **IABC's Definition of UCE**

Because IABC is an Association whose members depend on it for networking and support, our definition of UCE, a.k.a. spam, may differ from definitions used by commercial organizations. IABC defines UCE as unsolicited commercial e-mail that is sent:

To recipients whom the sender does not know personally or with whom the sender does not have an Existing Business Relationship (an example of EBR: Chapter or Region leaders e-mailing their members; Association members who provide services and who already have IABC members in their databases)

As a mass-marketing type of communication that is not explicitly requested.

### **IABC Web Site User Conduct Policy**

We respect and are committed to your privacy while on line with IABC. At the same time, we recognize that, as communicators and businesspeople, you have a need to share information within the IABC networks. Sharing information is a major benefit of your IABC membership. This Web Site User Conduct policy states our guidelines for site usage, so that all users can have a quality experience on line with us.

You agree, as a user of our Web site, to abide by all applicable local, state, national, and international laws and regulations in your use of the IABC Web site ("Service"), and agree not to interfere with the use and enjoyment of the Service by other users

You agree to be solely responsible for your actions and the contents of your transmissions through IABC. You agree not to impersonate any person or entity, including, but not limited to, an IABC official, forum leader, guide, or host, or to falsely state or otherwise misrepresent your affiliation with a person or entity

You agree not to use the Service to collect or harvest personal information about other users

You agree not to post, promote, or transmit through the Service any unlawful, harassing, libelous, threatening, harmful, vulgar, hateful, or otherwise objectionable material of any kind or nature

You agree not to advertise or offer to sell any goods or services, engage in surveys, or post or transmit "junk mail," "spam," or unsolicited mass distribution of email

IABC may, at its sole discretion, immediately terminate your access to the Service if your conduct fails to conform to these terms and conditions of the Terms. IABC may, but is not in any way obligated to, enforce these Terms against any user.

## **Appendix I. IABC eXchange Code of Conduct**

*Passed by the IABC Executive Board June 21, 2008*

IABC International runs eXchange as a member benefit/service, and we invite you to use it to create your own blogs and discussion groups, freely express yourself, and communicate with other members and the world.

We ask you to abide by the eXchange Terms of Service, together with the IABC Privacy Policy, E-mail Policy and Internet Terms of Service, and we promise to abide by them as well. These terms lay out our rights and responsibilities, as well as yours.

Here is what you are agreeing to by using eXchange and IABC.com:

- You have complete control over the content of your eXchange site, as long as you post and comment responsibly. If you don't post responsibly, we can remove your content or deny you access to eXchange.
- You're responsible for anything posted by someone who gains access to your eXchange site, so keep your password confidential, and let us know of any security breaches as soon as possible.

- If you delete postings, comments, or your entire site, we'll make sure the content is taken off the server, but it may take time for it to completely disappear.
- We can republish what you post for the purpose of highlighting your site. We will seek your permission before publishing any material.
- Because we can't read everything posted on eXchange, or every web page eXchange users link to, you may come across content on eXchange or another site that offends you, exposes you to malicious software, or infringes on your rights. We're not responsible for that content or any harm it might cause, but if you alert us to it, we'll address your concerns and remove the content or link if we think it necessary.
- The Terms of Service may change, and if you keep using eXchange, you imply that you agree with the changes. We'll post a notification if the Terms of Service change.
- Our liability for any harm or expenses you incur while using eXchange is limited.
- You have to comply with online conduct laws in your own location. Anything not covered by laws in your location is governed by the laws of California.
- If any part of the agreement turns out to be invalid, the rest of it still holds.

Responsible posting and commenting means:

- Respecting other people's privacy and intellectual property rights.
- Posting as yourself, and not misrepresenting yourself or posing as someone else.
- Not posting anything illegal.
- Not defaming, libeling, or threatening others.
- Not using hate speech.
- Not exposing anyone to harmful software or code.
- Not spamming anyone on eXchange or collecting their info in order to spam them elsewhere.
- Not using an eXchange site primarily to make money for a third-party site or boost a third party site's search engine ranking.

## **Appendix J. Commercial Partnerships Guidelines**

*Passed by the IABC Executive Board June 5, 2010*

### **Commercial partnerships: a definition**

A commercial partnership is defined as any professional development program conducted in conjunction with another organization that requires IABC to either select or approve subject matter experts to develop and/or deliver the program content. The partner could be a corporate or business entity, a university, an NGO, a government entity or an individual. IABC would receive revenue for participation in the partnership, either through a payment from the partnering organization or through registration fees from the participants.

### **Developing the relationship**

The partnership may result from an approach by an individual or organization to IABC or through outreach by IABC staff or volunteer to potential partners.

### **Elements of an agreement**

In order to avoid misunderstandings and ensure consistent expectations, IABC and the partnering organization must sign an agreement before beginning to work on the program. The agreement must deal with the terms and responsibilities for these issues:

- Program design
- Logistics arrangements

- Registration and collection of fees (if participants are paying)
- Fees (if sponsoring organization is paying for the program)
- The use of the IABC name and logo in all marketing materials as well as the relationship to IABC of those developing and delivering content
- Program marketing, including approval of marketing materials
- Content delivery
- On-site logistics management
- Compensation for subject matter experts, including fees and reimbursement of expenses
- Payment to IABC

## **Roles and responsibilities**

**IABC International Executive Board**—Approval of the Policy Guidelines

### **IABC Staff**

- Development and negotiation of agreements, following IEB approved-policies
- Consultation on program design
- Approval or assignment of instructor(s) from a qualified pool
- Securing the venue and contract negotiation, if required
- Handling registration, if required
- Assistance with logistics management
- On-site oversight and program evaluation

### **Trainers**

- Lead the professional development sessions.
- They may also serve as content developers, but in an on-going program they would work with pre-established content.

### **Selection of trainers**

If IABC wishes to ensure that its commercial partnerships deliver consistent, relevant and high quality professional development, as stated in its 2010 Strategic Update, it must approve or select the instructors that meet association criteria.

### **Revenue-sharing**

Because these models require significant time investment for content development as well as program delivery and are intended to produce a profit for IABC, the trainers would not be expected to act as volunteers. The specific amount of revenue would be a negotiation between IABC and the partner. Two of the possible models are as follows:

- After all expenses are paid, IABC and the partner split the remaining income. In this model, allowable expenses would have to be specified.

- If IABC receives payment from a sponsoring organization, IABC pays the trainers according to an agreed upon percentage or an agreed upon hourly rate. Where the agreement is the result of the expert's successful pitch to a client, he/she could also receive a "finders'" fee for negotiating the deal.

### **Conflict of interest considerations**

In addition to adhering to IABC's Code of Ethics, all parties involved in IABC programs must adhere to the IABC Conflict of Interest Policy, Many IABC leaders work professionally as consultants and trainers. However, if the volunteer leader serves on the board or on an official IABC Committee (as described in IABC's bylaws) receiving compensation for his/her work as a presenter in a partnership program violates IABC's Conflict of Interest policy. The policy has these provisions that must be enforced:

**1.1.** A Board member or a committee member shall not derive personal financial gain from his/her participation with IABC. Each Board or committee member shall disclose to IABC any personal interest, which he/she may have in any matter pending before the Executive Board or management, and shall not participate in any decision on the matter.

**1.6** A Board member or committee member must not use his/her office to seek to influence a decision, to be made by another person, to further his/her financial gain

**1.7** A Board member or committee member must not accept a fee, gift or personal benefit that is connected directly or indirectly with the performance of his/her duties of office. "Fee, gift or personal benefit" as previously stated does not apply to a gift or personal benefit that is received as an incident of the protocol or social obligations that normally accompany the responsibilities of office. If a gift or personal benefit referred to above exceeds U.S. \$250 in value, or if the total value received directly or indirectly from one source in any 12 month period exceeds U.S. \$250, the Board member or committee member must immediately file with the Executive Board a disclosure statement, in the form attached to this policy, indicating:

**1.7.1** the nature of the gift or benefit,

**1.7.2** its source, and

**1.7.3** the circumstances under which it was given and accepted.

## **Addendum to "Commercial Partnership Guidelines"**

### Accreditation Partnerships

Accreditation partnerships are defined in the same way as commercial partnerships except that their aim is to support a group of individuals through the accreditation process. Accreditation partnerships must adhere to guidelines outlined in the "commercial partnerships guidelines", approved by the International Executive Board (IEB) in June 2010 (attached), with the additions and clarifications described in this document.

Each accreditation partnership program must go through these steps:

1. Development of partnership
2. Program design
3. Program planning and delivery
4. Candidate evaluation planning and implementation

### Developing the relationship

As with commercial partnerships, accreditation partnerships may result from an approach by an individual or organization to IABC or through out-reach by IABC staff or volunteer to potential partners.

In addition, IABC will post guidelines, approved by the Accreditation Committee, which outline criteria for potential accreditation partnerships. If a volunteer approaches a potential accreditation partner who shows interest in moving forward, this contact will be turned over to IABC staff to pursue based on established guidelines and on goals outlined in the IABC strategic plan.

If a basis is established for pursuing the partnership and there is agreement on budget, timeline, adherence to IABC policies/accreditation guidelines, and that sufficient resources are available to support the program, IABC and the partnering organization will sign an agreement covering the delivery of the accreditation segment of the program. IABC staff will serve at the primary contact for establishing and maintaining accreditation partnerships.

### Elements of an agreement

See the “elements of an agreement” section in the “commercial guidelines document.” The accreditation portion of the program will be managed by IABC. Representatives and/or consultants for the accreditation partner will play no role in the planning, delivery or evaluation of the accreditation portion of the program.

### Program Design and Delivery

A standardized curriculum for the partnership programs will be developed by the Accreditation Committee in order to ensure a consistent experience for candidates and to maintain the standards of the accreditation program. The implementation will allow for some adaptation to meet the needs of the partnering organization. The basic curriculum will be developed by the Accreditation Committee, working with staff. Using the guidelines developed by the Committee, the on-site trainer will adapt the program to meet the partner’s need.

### Evaluation

The evaluation of portfolios, oral exams and/or presentations and written exams will be performed by qualified evaluators who meet the criteria established by the Accreditation Committee. Based on these criteria, staff will be responsible for selecting the evaluators for each program. In making this selection, there must be a clear separation of function. Mentors, facilitators and any member who has ties to or has been in close contact with the candidates, or with the accreditation partner will have no role in evaluation of the candidate’s work or in the recruitment of evaluators.

### IABC policy considerations

IABC representatives involved in accreditation program must adhere to the following IEB-approved policies:

IABC’s Code of Ethics <http://www.iabc.com/about/code.htm>

IABC Bylaws <http://iabc.com/about/iabcbylaws.htm>

IABC Policy Manual <http://iabc.com/leaders/pdf/IABCPolicyManual.pdf> (including the section on conflict of interest)

IABC’s adherence to these governing documents must be indicated and referenced in any policies and agreements developed in connection with these programs.

### Roles and Responsibilities

All parties must adhere to the IEB guidelines, code of ethics, bylaws and policy manual.

#### IABC International Executive Board

Review/approve guideline documents and provide oversight to ensure compliance.

Serve as final decision maker in case of conflict

#### Accreditation Committee

Follow process and procedures as developed by the ethics committee

Approve candidates for participation in the program

- Oversee the development of guidelines for any staff-initiated or member-initiated accreditation programs
- Oversee the development of criteria which the staff will use to select facilitators and evaluators
- Oversee the creation of a training program to ensure quality and consistency for facilitators and evaluators
- Develop pool of qualified evaluators
- Act as advocates for the accreditation program

#### IABC Staff

- Serve as primary contact for accreditation partner; negotiate agreements and maintain relationship
- Track and review proposals
- Direct processes and ensure timely delivery of program
- Manage volunteer recruitment and evaluation process
- Communicate with candidates
- Assign facilitators from a qualified pool
- Coordinate registration with accreditation partner
- Coordinate logistics with accreditation partner
- Provide on-site oversight and process evaluation

#### Facilitators

Accreditation facilitators follow the definition and guidelines established in the “trainers” section of the “commercial partnership guidelines” document. The Accreditation Committee will establish criteria which define a qualified facilitator and develop a training program which facilitators will be required to attend. IABC staff will select facilitators based on the defined criteria. In addition, to be selected for the program individuals will need to provide evidence of proven success as speakers/facilitators to qualify for selection.

For partnership programs where IABC is receiving payment in addition to the accreditation fee paid by each candidate, IABC will pay an honorarium to facilitators. If offered, the honorarium will be a preset amount, not intended to equal the trainer’s customary hourly rate. Paid facilitators will be required to sign an agreement with IABC.

#### Selection of evaluators

In order to ensure consistent evaluating of accreditation materials, the Accreditation Committee will develop and implement a training program for evaluators. Volunteers who wish to be considered as evaluators for the partnership program must participate in the training program (once established).

#### Conflict of interest

These guidelines adhere strictly to the conflict of interest section in the IABC Policy manual. IABC’s accreditation program must be held to the highest standards and a separation of duties is critical to ensuring credibility. Because of the oversight and objective decision-making needed from the International Executive Board and the Accreditation Committee, members of these groups may not participate as facilitators, mentors or evaluators in programs involving accreditation partnerships.

(See Appendix C, page 24, IABC Policy Manual Update)

## Definition of Terms

As referenced in this document, as well as the Commercial Partnerships document, the key terms are defined as follows:

### Facilitators

- selected by staff based on qualification criteria outlined by the Accreditation Committee
- must conduct all work in accordance with the curriculum model established by the Accreditation Committee
- prepare for and leads sessions
- may serve as a trainers or coaches, if needed
- may serve as content developers, if needed
- may not serve as mentors, portfolios reviewers or exam evaluators
- may serve as proctors.

### Portfolio Reviewers

- selected by staff based on qualification criteria outlined by the Accreditation Committee
- serve as evaluators for the portfolio portion of the accreditation process
- may not serve as mentors or proctors
- will not serve as or exam evaluators for the same candidates

### Exam Evaluators

- selected by staff based on qualification criteria outlined by the Accreditation Committee
- serve as graders for the exam portion of the accreditation process
- may not serve as mentors or proctors
- will not serve as portfolio reviewers for the same candidates

### Proctors

- oversee the exam taking session
- answer candidate questions during the exam session.