

CONSTITUTION
of
The Fellows of the International Association for Business and Society

I. Name and Relationship to the International Association for Business and Society

The name of this association shall be “The Fellows of the International Association for Business and Society”. The Fellows are an independent, autonomous and self-governing organization.

II. Objectives and Activities of the Fellows

- A. The objectives of the Fellows are to recognize outstanding contributions to the scholarship and practice of Business and Society; to exercise a leadership role in education and scholarship in the field; to assist in the goals of IABS, for example, by providing institutional memory of past events, actions and practice; to assume leadership in special projects as determined by the Fellows and the IABS Board of Directors; and to provide a forum for interaction among the Fellows.
- B. The Fellows will hold an annual meeting at a time and place its officers and members shall prescribe. Other activities of a scholarly or educational nature, appropriate to the objectives of the Fellows, may be performed, usually in conjunction with the International Association for Business and Society (IABS).
- C. There shall be regular communications between IABS and the Fellows on the goals, policies, activities and accomplishments of their respective organizations, as well as on the development of education and research in the Business and Society field.

III. Structure and Functions

- A. The officers of the Fellows of the International Association for Business and Society shall comprise a President, a Vice President and two members elected by the Fellows to serve on the IABS Board of Directors, with each elected officer serving for an approximate three-year term spanning three Fellows’ Annual Meetings.
- B. The President of the Fellows, as the administrative officer of the group, shall be responsible for organizing and overseeing all the activities of the Fellows, shall preside at meetings of the Fellows. The President shall appoint one or more persons as a committee to conduct elections of new members, and shall also appoint other committees to perform particular functions, as the need may arise. It is recommended that the President also be one of the two Fellows elected to serve on the IABS Board of Directors. [Last sentence adopted 8-14-12]
- C. The Vice President shall assist the President, communicate with the membership, collect dues, make disbursements, maintain the records and accounts of the group.
- D. The two Fellows elected by the Fellows to serve on the IABS Board of Directors shall assume the role of voting IABS Board members as determined by the IABS Constitution and Bylaws.

IV. Membership

- A. Eligibility for Fellowship shall be restricted to members of IABS, who have significantly helped develop knowledge or practice in the field or have made significant contributions to IABS.
- B. The first election of new Fellows may consist of up to fifteen new Fellows.
- C. Following the first election not more than three new Fellows may be elected in any one year.
- D. Only Fellows may nominate and vote. In the case of the first election, the three IABS members appointed by the IABS Board to institute the Fellows organization will serve in this capacity.

V. Election of New Fellows

- A. For the initial election of new Fellows, the three initial Fellows will meet and elect up to fifteen new Fellows.
- B. For subsequent elections approximately two months prior to the expected Fellows' Annual Meeting date, the President will invite nominations, announcing a deadline for forwarding them to an Election Committee. The nominator must be a Fellow. A standard format shall be used for the nomination, seconding, and curriculum vitae of candidates.
- C. The nominations will be received by an Election Committee of one or more persons appointed by the President to conduct the election process. Within three weeks of the deadline for receiving these materials, ballots shall be mailed or distributed electronically to all of the Fellows.
- D. Ballots shall be returned to the Election Committee within three weeks of the initial distribution of the ballots, before a specified date.
- E. The Election Committee shall put forward as many candidates as have been nominated and seconded using the proper forms and procedures.
- F. If there are more than three candidates, the three candidates with the greatest number of votes shall be elected as the new Fellows. [Adopted 8-14-12]
- G. Each new Fellow is declared elected by the Vice President, (on recommendation by the Election Committee) only if he/she receives the vote of at least sixty percent of the votes returned by Members.

VI. Election of the President and Vice President of the Fellows

- A. The President and Vice President of the Fellows and the two Fellows elected to the IABS Board each serve for a three-year term.
- B. A Nominating Committee appointed by the current President of the Fellows, and ordinarily comprised of the past three Presidents of the Fellows, shall put forward no more than two nominees for each position.
- C. An election will be held for a new President, Vice President, and elected Fellows to the IABS Board on a three-year cycle (or earlier in the event that any elected Fellow is unable to perform his/her duties), following a similar timetable and procedures as for the election of new Fellows, except that: (1) the receipt of nominations and the

election shall be conducted by the Vice President or an appointee of the President if the Vice President is running for office, and (2) candidates shall be declared elected with a simple majority of the votes cast by Members voting.

- D. In the event that only one candidate is nominated, he/she will be declared as elected by the Vice President.

VII. Dues

Dues shall be determined by a majority of Participating Fellows that voted through a mail or electronic ballot, following discussion at an annual meeting of the Fellows.

VIII Meetings and Other Activities

- A. The Fellows shall hold at least one annual meeting, in such a manner as they may prescribe. Normally, this meeting shall be held in conjunction with the Annual Meeting of the International Association for Business and Society.
- B. Should the President or Vice President be unable to preside at a meeting, the President will designate another Member to preside.
- C. Other activities, including a newsletter or other special projects benefiting the Fellows or IABS, may be originated at the initiative of the President. However, if significant outlays are required for this activity or if the activity commits the Fellows, the President will first obtain a majority vote of Members attending the next Annual Meeting, or through a mailed or electronic ballot of Members, if urgency requires the latter course.
- D. A quorum shall consist of any six Fellows attending a scheduled meeting. For the purposes of a quorum members physically present and electronically present shall be counted. When a quorum is present at a scheduled meeting, a majority shall be empowered to elect officers and to nominate new Fellows. The quorum shall report within four weeks all actions to the full membership which retains the power to overrule election and to vote on new Fellows. When a quorum is not present at a meeting, the members present shall conduct business as usual, but any votes shall be noted in the minutes and will not take effect unless the minutes are approved by a majority of the Fellows within four weeks of the meeting. Such approvals can be by regular mail, phone, fax, teleconference, email or any other electronic means. Non-response will be treated as assent. [Adopted 8/3/2011]
- E. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the IABS Fellows in all cases to which they are applicable and in which they are not inconsistent with the Constitution and any special rules of order the IABS Fellows may adopt.

IX. Amending this Constitution

- A. Proposals to amend the Constitution shall be initiated in one of three ways:
1. By a committee of at least three persons appointed by the President of the Fellows.
 2. By a Member at the Fellows' annual meeting, provided it receives a majority of the votes of the Members present.

3. By a written petition of at least twenty-five percent of the Members.
- B. All proposed amendments shall be promptly mailed or distributed electronically by the Vice President to all Members for balloting. Amendments shall be adopted if affirmed by at least 50 percent of the total number of Fellows. [Clarification adopted 8-14-12]