



International Association for Information and Data Quality

Bylaws

Elections for Board of Directors and Advisory Council

Version 4 2009-10-08

0. Document control

0.1 Revision history

Version	Date	Prepared By	Reason for Update
1	2005-05-27	Andres Perez	First release
2	2007-10-20	Lisa Dodson	<ul style="list-style-type: none"> Removed clause which said no ballot required if only one nomination Changed no hours which a candidates should be prepared to spend on IAIDQ responsibilities
3	2008-09-22	Lisa Dodson and Grant Robinson	<ul style="list-style-type: none"> Implemented new definitions of Director, Director at large and Advisor, Board of Directors and Advisory Council Edited Eligibility requirements for Directors Removed requirement for Advisor to be a member Includes reference to separate document describing method of counting.
4	2009-10-08	Grant Robinson	<ul style="list-style-type: none"> Allow director who changes role mid term to continue to serve until expiry date at time of election Requires that any director appointed mid term must serve more than 12 months and max of 36 months Requires that 50% of directors be scheduled for re-election every two years



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1. Definitions

- **The Board** comprises all Directors of the Association.
- **Directors:** are members elected or appointed as specified in the Director-election bylaws and have voting rights.
- **Directors at large:** are members of the board appointed by the directors and do not have voting rights
- **Advisory Council:** consists of advisors to the board.
- **Advisors** are not members of the Board of Directors. Advisors are individuals appointed to provide guidance to the Board.

2. IAIDQ Board of Directors

2.1. DIRECTORS

2.1.A ROLE OF IAIDQ DIRECTORS

Each Director of the Association will have the responsibility and authority to decide and direct the business of the association through their vote and the execution of assigned duties.

All Directors of IAIDQ must sign and adhere to any Code of Ethics and Professional Conduct adopted by the Association. Each Director must remain an IAIDQ member in good standing of IAIDQ throughout his or her term of office.

2.1.B. ELECTION OF DIRECTORS

2.1.B.1. ELIGIBILITY FOR ELECTION AS AN DIRECTOR

- 1) Each Candidate must be currently a member of the IAIDQ in good standing..
- 2) Candidates must be prepared to make the necessary commitment in time, energy and money. The Board will have a minimum of 12 meetings per year. Directors attend a minimum of 75%. In the event that a Director cannot attend, appropriate and timely notification and apology is expected. In addition, they must make a reasonable attempt to attend face to face meetings including efforts to cover or offset expenses not covered by the association.
- 3) Candidates must be prepared to spend from 20-30 hours per month in IAIDQ related responsibilities, including meetings, email, research and regular mail responses.
- 4) Candidates must be able to communicate via Internet email.
- 5) No more than two Directors who originate from the same organization may share a term of office in common.
- 6) An elected Director who becomes ineligible during their term will vacate their office at a date determined by a majority vote of the Board of Directors.

2.1.B.2. NOMINATIONS

- 1) The Past President serves as chair of the Elections Committee. Should the Past President be unable to serve in this role, the President will appoint a substitute to administer the election. The substitute may not be a candidate for the election.
- 2) The Chair of the Elections Committee must recruit at least one other IAIDQ member to serve on the Elections Committee.
- 3) The Elections Committee will commence soliciting nominations from the IAIDQ membership in the year prior to the term for which the nominations are being sought.
- 4) All nominations submitted must include documentation on the eligibility of the candidate. The Elections Committee will confirm the nominee's eligibility.
- 5) A candidate may nominate or be nominated for any or all vacant positions.



- 6) Any member of the Board of Directors who wishes to run for another office does not have to resign their current position until they are elected to a new position. If they are elected to a new position, the elected Directors will appoint a person to fill the vacancy.
- 7) The Elections Committee chair must receive nominations by a date to be determined by the Elections Committee chair.
- 8) If no nominations are received from the members, that position will not be on the ballot. The procedure for filling vacancies will be followed.

2.1.B.3. BALLOTING

- 1) The choice among nominees will be put to a vote of the members as follows.
 - For all positions, a ballot showing all nominees with a short profile or bio, will be made available to each member.
 - Each member may submit only one ballot.
 - All ballots must be submitted to the Elections Committee by close of business on a date to be set by the Elections Committee in order to be valid.
 - Ballot counts will be certified by the chair of the Elections Committee in conjunction with either one other member of the committee or a person authorized by a majority vote of the committee.
 - Ballots will be counted using the preferential (Instant Runoff Voting) methods described in document *Method for counting IAIDQ preferential elections*
- 2) Any office that is left vacant after the election process may be filled by appointment of the elected Directors. Appointees, except for the President, may be waived from some or all of the eligibility criteria to Board membership defined above.
- 3) If three or more newly elected Directors are from the same organization, only two Directors elected are eligible to serve. The Board of Directors will determine the two elected Directors to retain their office. The other Directors will be excused from their duty for the term.
- 4) The incoming President of the Board of Directors will announce the composition of the Board of Directors within two weeks after the first Board of Directors meeting. At that time a communication showing all board member's names, their membership and a short profile or bio of each Director will be made available to the members.

2.1.C. PROCEDURE FOR FILLING VACANT POSITIONS OUTSIDE THE ELECTION PROCESS

A vacant Director position will be filled by appointment as determined by majority vote of the IAIDQ Board of Directors. At their discretion, the Board of Directors may consider inviting candidates who were not elected in the prior election as their first choice for appointment.

2.1.D. TERM OF OFFICE

Each Director will be elected for a two-year term. All Directors may run for a maximum of three concurrent terms for the same Board of Directors office. There are no limits in the number of years of service for a Director serving in different positions or offices. If a Director is appointed to a different role during his/her term, the expiry date of the term will remain unchanged. The term of office relates to an individual director, not to a position on the board.

NOTE: This clause covers the situation that once elected, the term of a director is fixed. Previously the term of office was attached to a position. Now the term is related to an individual person.

Where a member who is not already a Director, is elected or appointed to fill a vacant position, and where the expiry date of that position would not be more than twelve



months, then the expiry of the term of office will be extended by 24 months. A director elected or appointed under this provision may serve up to 36 months until subsequent election.

NOTE: This clause allows a person to serve more than 12 months and a maximum of 36 months from a mid term appointment until election.

The President will automatically assume the position of Advisor and Past President at the end of his or her term(s). Past Presidents may be elected to other Board positions after their term as Past President has been served.

Terms of the Board of Directors' positions should be staggered, so that the term of half the Directors will expire one year, and the term of the other half of Directors will expire the following year. If a position is filled due to a mid-term vacancy, less than half the Directors may face election at the end of the year. The Board may decide to change the expiry of a term of a director to maintain the balance of the number of directors facing election each year.

NOTE: The intent of this clause is to ensure that all directors serve terms not less than 12 months and not more than 36 months before facing re-election. Secondly, the clause intends to ensure that in the long term half the board is elected every year, and that the normal term of office is 24 months. Director positions and terms of office are defined and duties outlined on the IAIDQ website.

Each Director's term of office will begin January 1.

2.1.E. REMOVAL FROM OFFICE

For any cause deemed appropriate by the Board of Directors, a Director may be removed from office by a two-thirds vote by the remaining Directors of the Board of Directors. Causes that may precipitate such action include but are not limited to:

- 1) Violation of ethical standards;
- 2) Non-renewal of membership or failure to pay membership dues;
- 3) Non-performance of the duties of their office;
- 4) Violation of relevant local, national or international laws that impact the association's ability to conduct business (e.g. damage to the association credibility, increased liability exposure); or
- 5) Other reasonable causes.

2.2. DIRECTORS-AT-LARGE

2.2.A. ROLE OF IAIDQ DIRECTORS-AT-LARGE

Each Director-at-Large of the Association will have the responsibility as members of the board to assist the business of the association through the execution of assigned duties. A Director-at-Large will not have a right to vote on the Board of Directors.

All Directors-at-Large of IAIDQ must sign and adhere to any Code of Ethics and Professional Conduct adopted by the Association. Each Director must remain an IAIDQ member in good standing of IAIDQ throughout his or her term of office.

2.2.B. ELIGIBILITY FOR APPOINTMENT OF DIRECTORS-AT-LARGE

- 1) Candidates must be prepared to make the necessary commitment in time, energy and money. In the event that a Director-at-Large cannot attend, appropriate and timely notification and apology is expected. In addition, they must make a reasonable attempt to attend face to face meetings including efforts to cover or offset expenses not covered by the association.



- 2) Candidates must be prepared to spend from 20-30 hours per month in IAIDQ related responsibilities, including meetings, email, research and regular mail responses.
- 3) Candidates must be able to communicate via Internet email.
- 4) An elected Director-at-Large who becomes ineligible during their term will vacate their office at a date determined by a majority vote of the Board of Directors.
- 5) A Director-at-Large must be a member of IAIDQ when they assume the role of Director-at-Large.

2.2.C. PROCEDURE FOR APPOINTING DIRECTORS-AT-LARGE

A Director-at-Large will be filled by appointment as determined by majority vote of the IAIDQ Board of Directors.

2.2.D. TERM OF OFFICE

Each Director-at-Large will be appointed for a term of up to two years expiring on 31 December.

Director-at-Large positions and terms of office are defined and duties outlined on the IAIDQ website.

2.2.E. REMOVAL FROM OFFICE

For any cause deemed appropriate by the Board of Directors, a Director may be removed from office by a two-thirds vote by the remaining Directors of the Board of Directors. Causes that may precipitate such action include but are not limited to:

- 1) Violation of ethical standards;
- 2) Non-renewal of membership or failure to pay membership dues;
- 3) Non-performance of the duties of their office;
- 4) Violation of relevant local, national or international laws that impact the association's ability to conduct business (e.g. damage to the association credibility, increased liability exposure); or
- 5) Other reasonable causes.

3. IAIDQ Advisory Council

3.1. ROLE OF ADVISORY COUNCIL

Advisors must be able to respond to requests for assistance from the Board in a timely fashion, and to contribute in other ways such as serving on committees, attending board meetings and retreats, etc.

3.2. MEMBERSHIP ON THE ADVISORY COUNCIL

- 1) Any person may be recommended by an active IAIDQ Director and upon receiving a two-thirds vote of the Directors will become a member of the Advisory Council.
- 2) The position of **Advisor and Past President** is not appointed; this position is automatically filled by the exiting President.
- 3) The **Advisor and Past President** will chair the Advisory Council. If the Past President is not able to serve in this role, the President will appoint a substitute.
- 4) There will be a minimum of two (2) Advisors including the Past President.
- 5) Each Advisor must sign and adhere to any Code of Ethics and Professional Conduct adopted by the Association.
- 6) Advisors must be able to respond to requests for assistance from the Board in a timely fashion.



3.3. PROCEDURE FOR APPOINTING ADVISORS

A vacancy in the Advisory Council, may be filled by appointment as determined by majority vote of the IAIDQ Directors.

3.4. TERM OF OFFICE

The appointed Advisors, including the Past President, will serve for a term of up to 2 years, expiring on 31 December. Terms of Advisors' positions will be staggered, as follows:

- a. The Past President will be considered the first Advisor and will take office on odd years (with the changing of the President);
- b. The second, fourth and subsequent Advisors will be appointed on even years;
- c. The third, fifth and subsequent Advisors will be appointed on odd years in conjunction with the Advisor and Past President position term.

3.5. REMOVAL FROM OFFICE

For any cause deemed appropriate by the Board of Directors, an Advisor may be removed from office by a two-thirds vote by the Board of Directors. Causes that may precipitate such action include but are not limited to:

- 1) Violation of ethical standards;
- 2) Non-performance of the duties of their office;
- 3) Violation of relevant local, national or international laws that impact the association's ability to conduct business (e.g. damage to the association credibility, potential liability exposure); or
- 4) Other reasonable causes.

4. References

- Method for counting IAIDQ preferential elections