

**CONSTITUTION AND BYLAWS
FOR THE
INTERNATIONAL ASSOCIATION OF JESUIT BUSINESS SCHOOLS
(IAJBS)**

A. BACKGROUND

The International Association of Business Schools' Constitution and Bylaws were first adopted in 2002 in place of the 1996 Memorandum of Agreement.

B. CONSTITUTION OF THE INTERNATIONAL ASSOCIATION OF JESUIT BUSINESS SCHOOLS (IAJBS)

ARTICLE I--NAME

The name of this Organization shall be the International Association of Jesuit Business Schools. The acronym IAJBS will be used where appropriate.

ARTICLE II--OBJECTIVES

The objectives of IAJBS are:

- a. **Partnership:** through cooperation, we will better serve our students, faculty and other constituents as we do our work as management educators in an ever more global village, and do it in a context of Ignatian education.
- b. **Knowledge:** We will develop, disseminate, and promote the concept of management as a profession and vocation in our various societies and countries.
- c. **Service:** In solidarity with each other, as well as with the poor, we will prepare young men and women committed to the development of Third World countries as well as the marginalized in the First World. It is our goal to serve justice in and through management education.
- d. **Development:** We will support and facilitate the on-going professional development and education of business school administrators and faculty and others, as appropriate, in regard to the specific nature and work of business schools in the context of an Ignatian education.

To facilitate the attainment of these objectives:

- IAJBS shall give high priority to improving communication and to enabling the exchange of information among our members.
- In cooperation with existing regional organizations IAJBS shall promote and encourage regional activities and programs and shall assist in developing communication between members in a region and between regions.
- IAJBS may enter into cooperative arrangements with other professional and scientific organizations interested in the same objectives as those of IAJBS.

ARTICLE III--STRUCTURE OF THE INTERNATIONAL ASSOCIATION OF JESUIT BUSINESS SCHOOLS

1. Board of Directors. The Board of Directors shall be the chief policy-making and legislative body of IAJBS, subject only to a referendum of the membership.
2. Committees. Constitutionally mandated committees, standing committees and ad hoc committees, established in accordance with the Constitution and Bylaws, shall assist in planning and carrying out the activities of IAJBS.

ARTICLE IV--MEMBERSHIP

1. Eligibility. Any person or institution who shares the mission, vision, and objectives of IAJBS in accordance with classes of membership shall be eligible for admission.
2. Classes of Membership. There shall be three classes of membership as defined below:
 - a. **Regular Academic Members**

Regular Academic Members are business administration and management programs which are part of the higher education institutions of the Society of Jesus. Also included are those business schools of the Society that are free standing.

The determination that an institution is Jesuit normally will be determined by the listing in the Directory issued by the Secretariat in Rome. Definition of post-secondary will be determined by the listing in the Directory and the accepted classification within the country or regional organization. All such institutions will be automatically listed as IAJBS members unless the institution asks the Executive Director in writing to be deleted. Jesuit member institutions will be expected to make a good-faith effort to pay the assessed dues.

b. Associate Academic Members

Associate Academic Members are business administration and management programs which are Catholic and post-secondary and identify with the principles and objectives of the Society of Jesus with respect to higher education as applied by the programs previously mentioned.

A special effort shall be made to attract associate members from countries in which there are no Jesuit post-secondary programs in business. The Board of Directors in an ordinary meeting has the responsibility of approving this type of member. Membership requests, which must be supported by at least two regular members, are to be made by letter to the Executive Director.

Normally the Board of Directors will depend on local regular members to determine if an institution is both post-secondary and Catholic. The proposed institution must identify with the principles and objectives of the Society of Jesus with respect to higher education.

c. Corporate and Individual Members

This category of membership includes both for-profit and not-for-profit organizations, and individuals, who identify with and can support and contribute to the Mission of the IAJBS as spelled out in this Constitution and Bylaws. The Board of Directors in an ordinary meeting has the responsibility of approving this type of member. Membership requests, which must be supported by at least two regular members, are to be made by letter to the Executive Director.

3. Voting and Other Privileges. The privileges of membership are defined below:
 - a. Regular Academic Members shall have the right to hold office, to vote, to sign referenda, to initiate petitions, and to sign nominating petitions.
 - b. Normally, the Official Representative to the IAJBS shall be the Dean or his/her representative of the Regular Academic Member's institution. This individual shall be responsible for representing the institution in voting matters governing the Constitution and/or Bylaws.

ARTICLE V--DUES AND MEMBERSHIP TERMS

IAJBS will levy membership dues for the different classes of membership and subscription rates for its publications. Membership terms shall be specified in the Bylaws.

ARTICLE VI-- TERMINATION OF MEMBERSHIP

Grounds for termination of membership include: non-compliance of Bylaws and resignation by the Member.

ARTICLE VII--BOARD OF DIRECTORS

1. Composition. The International Association of Jesuit Business Schools' Board of Directors shall consist of the following:
 - a. Officers:
 - President
 - President-Elect
 - Secretary
 - Treasurer

- Immediate Past President
 - Secretary of Higher Education of the Jesuit Curia
 - Executive Director and Corporate Secretary (appointed by Board), ex-officio with vote.
- b. There will be at most 20 regional representatives from among the Regular Academic Members, serving three-year staggered terms, distributed as follows.
- Up to five from Europe including the Middle East and Africa.
 - Up to five from Asia including India.
 - Up to five from the USA and Canada.
 - Up to five from Latin America.
- The officers shall be drawn from the regional representatives, ensuring that there is a representative from each region serving in one of the officer positions.
- c. There will be one (1) representative of the Associate Academic Members, elected by the Board of Directors.
- d. There will be one (1) representative of the Colleagues in Jesuit Business Education, elected by the Board of Directors.
- e. The Board will bestow Board Member Emeritus status on past Board Members who have served on the Board and have demonstrated an ongoing interest in remaining involved. Emeriti will receive Board information and are welcome at Board meetings. Emeriti are not eligible to vote.
2. Duties.
- a. The Board of Directors shall establish objectives, policies and plans; issue directives; staff the Publications Committee, the Nominating Committee and the Planning and Development Committee, and establish and staff standing committees; monitor the work of officials and activities underway or planned; determine operating financial policies; and take other actions necessary for the implementation of IAJBS's objectives. Each year, at the beginning of its term of office, the Board of Directors shall approve written objectives and plans that were prepared by appropriate Committees. Objectives and plans will be published in the *IAJBS News* section on the IAJBS website. At the end of each year, the Board of Directors shall publish a statement of accomplishments in *IAJBS News*.
- b. The Board of Directors will establish membership dues for the different classes of membership and subscription rates for its publications.
- c. Each year the Board of Directors shall receive an external certified public accountant's review of IAJBS's books and accounts.
3. Meetings.
- a. Quorum. A quorum at any duly called meeting shall be twenty-five percent of the members of the Board of Directors.
- b. The Board of Directors shall review and approve the programs and budget for the following fiscal year.
- c. Procedures. The rules contained in IAJBS's Constitution and Bylaws and in the most current published edition of *Robert's Rules of Order* shall govern the parliamentary procedure of all meetings.
- d. Meetings of the Board of Directors may be called by the President or by petition of five members of the Board of Directors. There shall be at least two meetings of the Board of Directors each year.
- e. The Board of Directors shall govern by majority rule except when otherwise provided by the Constitution and/or Bylaws.

ARTICLE VIII—EXECUTIVE COMMITTEE

1. The Executive Committee of the Board of Directors shall consist of the Officers of the Board. IAJBS's officers shall be President, President-Elect, Past President, Secretary, Treasurer, Secretary of Higher Education of the Jesuit Curia, and Executive Director as specified in Article VII.
 - a. Only Regular Academic Members of IAJBS may be nominated for office or hold office.
 - b. No person may hold two of these offices concurrently.
2. The Executive Committee shall act as a steering committee to the Board of Directors by establishing agenda, proposing members for staffing committees and for filling vacancies on committees,

- submitting a proposed annual budget and plans for IAJBS's activities for the coming year, and performing such other duties as to facilitate the policy deliberations of the Board of Directors.
3. Terms of Office. The terms of office shall be specified in the Bylaws.
 4. Duties. All officers shall serve on the Board of Directors. Additional duties of officers other than the Past President and the Secretariat are as follows:
 - a. **President.** The President shall be IAJBS's chief officer, performing all duties required by the Constitution and Bylaws. The President shall be IAJBS's chief representative before the public and in its relationships with other persons and organizations. The President may create and staff ad hoc committees for a period not to exceed his or her term of office.
 - b. **President-Elect.** The President-Elect shall, in the temporary absence or incapacity of the President, preside at Board of Directors and Executive Committee meetings and represent IAJBS before the public and in its relationships with other persons and organizations. The President-Elect shall be responsible for planning and supervising the program at the annual meeting of the organization. At the close of his or her term of office, the President-Elect shall automatically become President.
 - c. **Secretary.** The Secretary shall perform duties normal to that office, including those specified elsewhere in the Constitution and those specified in the Bylaws. He or she shall, together with the Executive Director, make minutes of meetings, maintain *IAJBS News*, and shall be responsible for maintaining a history of the organization and a collection of documents prepared and distributed by the organization.
 - d. **Treasurer.** The Treasurer shall make policy recommendations concerning accounting procedures and controls, and shall recommend financial guidelines for developing the proposed annual budget to the Board of Directors. He or she shall, together with the Executive Director, secure an external certified public accountant's review of IAJBS's books and accounts
 - e. **Executive Director.** The Executive Director shall be responsible for the operation of IAJBS and the implementation of policies and procedures, as approved by the Board of Directors; and shall carry out duties and responsibilities as requested by the President and other officers of IAJBS. The Executive Director shall provide to the Treasurer a quarterly report on the finances of the IAJBS. The Executive Director shall ensure that directives of the Board are carried out and serve as the keeper of the Corporate Seal representing the Corporation in legal matters and being responsible for maintenance of the Corporation's good standing.
 4. Vacancies in Office
 - a. President. In the event the office of President becomes vacant due to death, permanent incapacity or for other reason, the President-Elect shall immediately assume the office of President for the remainder of the current term, and shall also serve as President for the entirety of the succeeding term. If the office of President-Elect is vacant at the time the office of President becomes vacant, a special election shall be held for the office of President, as provided in the Bylaws. For the interim period, an interim President shall be elected by majority vote of the Board of Directors.
 - b. President-Elect. In the event the office of President-Elect becomes vacant, this office shall be filled at the time of the next regular election, as provided in the Bylaws.
 - c. Past President. If a vacancy occurs in the office of Past President, the office shall remain vacant for the remainder of that term.
 - d. For any other offices which may fall vacant between elections, a vacancy shall be filled by temporary appointment by the Board of Directors. A Regular Academic Member thus appointed shall serve for the remainder of the term of office, as specified in the Bylaws.

ARTICLE IX--NOMINATIONS AND ELECTIONS

1. A Nominating Committee shall be established in accordance with relevant provisions specified in the Constitution and Bylaws to prepare the nomination of officers and directors.
2. The election of officers shall be in accordance with relevant provisions specified in the Constitution and Bylaws.
3. The results of an election shall be published in the *IAJBS News* section of the IAJBS website.

ARTICLE X--REGIONAL REPRESENTATION

1. Authorization.
The regional representatives of IAJBS are specified in the Article VII.
2. Organization.
Each region shall have on the Board of Directors up to five representatives, elected by the members of the region. The terms of office shall be three years. Each region shall organize itself in such a way to guarantee the accomplishment of IAJBS objectives.
3. Actions of regional divisions that impact the reputation or resources of IAJBS must be approved by the Board of Directors.
4. Duties of Regional Representatives.
Duties of regional representatives are specified in the Bylaws.

ARTICLE XI--GENERAL MEETINGS

1. Annual Professional Meeting. There shall be at least one professional meeting of IAJBS each year open to all Members.
2. Annual Business Meeting.
 - a. Each year a business meeting shall be held in conjunction with the annual professional meeting. At the annual business meeting, the Officers and Committee Chairs shall report on outcomes and activities associated with their responsibilities, as specified in the Constitution and Bylaws, and the Members shall have the opportunity to exchange information and raise questions.
 - b. All Official Representatives of the Regular Academic Members shall be notified as to the time and place of the annual business meeting at least one month before said meeting. Notification shall be posted in *IAJBS News* on the IAJBS website.

ARTICLE XII--PUBLICATIONS

1. There shall be an *IAJBS News* section on the IAJBS website for posting official news.
2. Other publications may also be established by the Board of Directors.

ARTICLE XIII--RESOLUTION

1. The Board of Directors, committees, and Regional divisions of IAJBS shall not adopt any resolutions that deal with issues unrelated to the mission and objectives of IAJBS.
2. Resolutions and recommendations of officials of IAJBS, committees, and Regional divisions shall be so phrased as to commit only those individuals or entities which have formally approved them.

ARTICLE XIV-REFERENDA

Upon its initiative, or by petition to the Secretary that is signed by at least ten percent of the Official Representatives of the Regular Academic Members of IAJBS, the Board of Directors shall submit a question to the Office Representatives for a referendum vote promptly, but in no case later than two months after action by the Board of Directors or receipt of the petition. The email ballot for such a vote shall be accompanied by briefs prepared by the Board of Directors stating both sides of the question. The results of the referendum shall be determined by a majority vote of the email ballots received within 30 days after submission of the question to the Official Representatives. The Secretary shall publish the results of the referendum in *IAJBS News*.

ARTICLE XV--HONORS AND AWARDS

The Board of Directors may bestow honors and awards in keeping with the objectives of IAJBS.

ARTICLE XVI--BYLAWS

Changes to the Bylaws can be proposed by the Executive Committee, any regional board member, or a petition supported by 10% of the Official Representatives of the Regular Academic Members. The amendment must be distributed to the Board of Directors at least 30 days in advance of a regularly scheduled board meeting. The amendment will be voted on by the Board of Directors at that meeting and will require a two-thirds majority of those present and voting provided a quorum of 50% of eligible voters cast a ballot.

ARTICLE XVII--DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XVIII--CHANGES IN CONSTITUTION

1. No article shall be added to this Constitution and no part shall be amended or annulled except by an email ballot sent to the Official Representatives of all Regular Academic Members. A change in the Constitution requires a two-thirds affirmative vote of the Official Representatives returning said written ballots within 30 days after their email to the Members.
2. Proposals for changes in the Constitution may be made by the Board of Directors or by a petition to the Secretary that is signed by at least ten percent of the Official Representatives of all Regular Academic Members of IAJBS.

BYLAWS OF THE INTERNATIONAL ASSOCIATION OF JESUIT BUSINESS SCHOOLS

BYLAW 1: PRINCIPAL OFFICE AND ORGANIZATION

Section 1. Principal Office

The International Association of Jesuit Business Schools operates in accordance with its incorporation in the State of Michigan. IAJBS's corporate office shall be located at 32831 Bingham Lane, Bingham Farms, Michigan USA 48025.

Section 2. Home Office

The Home Office, with direction provided by the Executive Director, shall fulfill the operating responsibilities of IAJBS and shall facilitate administration of services to IAJBS's Members and other activities of the IAJBS.

Section 3. Staff

- a. Executive Director. There shall be an Executive Director appointed by and serving at the pleasure of the Board of Directors. The Executive Director shall report to the President of IAJBS. The Executive Director, after receiving authority from the Board of Directors, may enter into contracts to obtain services for IAJBS and to provide services to other organizations.
- b. Employees. The Executive Director, after receiving authority from the Board of Directors, may hire one or more employees to conduct the business affairs of IAJBS or to carry out other activities. The staff shall be supervised by the Executive Director. The Executive Director and staff shall be responsible for the operation of IAJBS and the implementation of the policies and procedures approved by the Board of Directors, and shall carry out those duties and responsibilities requested by the President and other officers of IAJBS.
- c. The Executive Director shall ensure that directives of the Board are carried out and serve as the keeper of the Corporate Seal representing the Corporation in legal matters and being responsible for maintenance of the Corporation's good standing.

BYLAW 2: NOTICES

A requirement for providing notice shall be deemed to be satisfied if said notice appears in *IAJBS News* on the IAJBS website or if a direct mailing is made to all Official Representatives of the Regular Academic Members in accordance with the notification time specified in the Constitution and/or Bylaws.

BYLAW 3: TERMS AND ANNUAL MEMBERSHIP DUES

Section 1. Terms

- a. The Board of Directors will appoint an Executive Director for a period of three years. This appointment can be extended.
- b. The President, President-Elect, and Immediate Past-President shall serve for two-year terms beginning on August 1 or for the time period until the next annual meeting.
- c. The President shall serve for two years and automatically become Past President.
- d. The President-Elect shall serve for two years and automatically become President
- e. The Secretary and Treasurer shall serve three-year terms with the terms of office staggered. They may be re-elected for additional three year terms.
- f. The regional representatives are elected for a period of three years with the terms of office staggered. Regional representatives may be re-elected for additional three year terms.
- g. The representative of the Associate Members shall serve for one year. She/he may be re-elected for additional one year terms
- h. The membership term is from January 1 through December 31.
- i. The officer terms are from August 1 through July 31.
- j. The fiscal and tax year of IAJBS is from January 1 through December 31.

Section 2. Annual Membership Dues

- a. The dues schedules and subscription rates shall be published.
- b. The dues schedules and subscription rates shall be reviewed annually by the Board of Directors.

- c. A Member's dues are not in arrears if they are paid within six months after the date they fall due.

BYLAW 4: TERMINATION AND REINSTATEMENT OF MEMBERSHIP

Section 1. Termination

A Member may terminate his or her membership at any time by submitting his or her resignation to the Executive Director or by failing to pay dues within six months after the date due.

Section 2. Reinstatement

A Member who terminated his or her membership may be reinstated at any time during that same membership year by payment of his or her dues. A request for reinstatement in a later membership year will be processed as a new application for membership.

BYLAW 5: BOARD OF DIRECTORS

Section 1. Authority

- a. The Board of Directors may take actions electronically provided that the President notifies all members of the Board of Directors of any proposed actions together with a brief statement of any known arguments for and against said actions.
- b. Votes by proxy shall not be permitted either in an email ballot or in meetings of the Board of Directors. No member of the Board of Directors may send an alternate to vote in his or her place at any meeting of the Board.

BYLAW 6. PERMANENT COMMITTEES

The Constitutionally mandated committees are: the Executive Committee, the Forum Committee, the Publications Committee, and the Nominating Committee.

- a. Executive Committee.

The Executive Committee of the Board of Directors shall consist of the Officers of the Board.

The Committee shall identify new opportunities to fulfill the objectives of IAJBS. It shall present innovative and specific plans for carrying out its proposals to the Board of Directors for approval.

- b. Forum Committee.

The Forum Committee shall consist of at least the President-Elect who shall serve as Chairperson, the Secretary, the Past President and the Executive Director. It shall be their job to:

- (i) identify suitable meeting sites, sponsoring schools, and program chairpersons for at least three years ahead. It shall submit its meeting site recommendations to the Board of Directors 30 days prior to the annual business meeting.
- (ii) develop and maintain the Policies and Procedures manual; and

- c. Nominating Committee.

The members of the Nominating Committee shall consist of the President, Immediate Past President and Secretary of the Board. There shall be an additional board member on the Committee to represent any region not represented across the three standing Committee members.

- (i) The Committee shall nominate individuals for President Elect, Secretary, and Treasurer.
- (ii) The Committee shall nominate individuals for open regional representative positions on the Board of Directors as called for in Section 7.2.

- d. The Standing Committees shall make progress reports.

BYLAW 7: REGIONAL REPRESENTATION

Section 1. Establishment

The Board of Directors shall designate regional divisions for IAJBS, the names of which shall be published on the IAJBS website..

Section 2. Nominations

- a. Nominating Committee shall nominate or re-nominate candidates for open regional representative positions on the Board of Directors. Ordinarily, the nominations will be presented at the Board of Directors' meeting held in conjunction with the annual business meeting.
- b. The Board of Directors shall approve the nominations.

Section 3. Reports

Each regional division is encouraged to engage in activities that meet the needs of the region. Regional divisions shall submit the names and addresses of contact leaders to the Executive Director.

Section 4. Finances

No funds shall be solicited or raised in the name of IAJBS by any regional division without the written consent of the IAJBS's Board.

BYLAW 8: NOMINATION AND ELECTION OF OFFICERS

Section 1. Method of Nomination

The Nominating Committee shall be instructed by the Secretary as to the offices of IAJBS to be filled for the ensuing year. Not less than 30 days before the Annual Business Meeting, the Nominating Committee shall nominate and present to the Board of Directors at least one candidate for each office to be filled. All board members will be given the opportunity to vote on the election of officers and this should not be tied to attendance at the board meeting at the Annual Meeting.

Section 2. Method of Election

- a. The Board of Directors shall elect its officers from the nominees submitted by the Nominating Committee.
- b. The Secretary shall email immediately to each Board of Directors member a ballot form. The ballots shall be counted by the Executive Director and the candidates receiving the largest number of votes for each position shall be declared elected. No ballot shall be counted unless it is marked by a qualified voter to indicate his or her choices and is returned to the Executive Director within 30 days after the date of emailing of the ballots to the Board of Directors.

Section 3. Special Election

When a special election for President is required, according to Article VIII in the Constitution, the Executive Committee shall nominate at least one candidate for the office of President. The Secretary shall email immediately to each Board of Directors member a ballot form. The ballots shall be counted by the Executive Director and the candidate receiving the largest number of votes shall be declared elected. At least 51% of the Board of Directors members must vote. No ballot shall be counted unless it is marked by a qualified voter to indicate his or her choices and is returned to the Executive Director within 30 days after the date of emailing of the ballots to the Board of Directors.

BYLAW 9: PUBLICATIONS

Section 1. Policy Determination

The Board of Directors shall adopt publication policies, consistent with the IAJBS's objectives.

Section 2. The Official News Publications

IAJBS's official news publication shall be the *IAJBS NEWS* on the IAJBS website.

Section 3. Archives

The IAJBS archives shall be maintained at Marquette University. The history of the organization and a collection of documents will include programs, proceedings, minutes of meetings, annual listings of officers and board members, and other materials as needed to document the history of the organization.

BYLAW 10: FINANCES

Section 1. Policy and Procedures Determination

The operating and financial policies and procedures determined by the Board of Directors shall be published.

Section 2. Bond

The Executive Director and the Treasurer of IAJBS shall give bond, with sufficient surety or sureties, conditioned for the faithful performance of the duties, in such amount as the Board of Directors may determine. The cost of such bonds shall be borne by IAJBS.

Section 3. Withdrawal of Funds on Deposit

The Executive Director shall pay all just demands made upon IAJBS as approved generally or specifically by the Board of Directors or by the President.

Section 4. Check Signing Authority

The Executive Director shall signing checks on IAJBS's master account.

BYLAW 12: RULES OF ORDER

The rules contained in the IAJBS's Constitution, Bylaws and in the current published edition of *Robert's Rules of Order* shall govern the parliamentary procedure of all meetings of IAJBS.

BYLAW 13: OFFICIAL LANGUAGES

The official languages of the IAJBS shall be English and Spanish. Official documents are to be in both languages and attempts will be made, within budget constraints, to have simultaneous translation at the Forum meetings.

Approved by IAJBS Executive Committee on 12.06.2017
Approved by the IAJBS Board of Directors on 02.09.2018
Approved by the IAJBS Membership on 5.15.2018