

BYE-LAW AND CONSTITUTION
BYE-LAW AND CONSTITUTION OF THE INTERNATIONAL ASSOCIATION OF
RESEARCH SCHOLARS & ADMINISTRATOR (IARSA)
(As Amended June 2 2023)

ARTICLE I
NAME AND PURPOSE

Section 1. Name:

The name of the Association shall be the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** (hereinafter referred to as the "Association" or "IARSA"), A Not –For-Profit Association in the Federal Republic of Nigeria.

Section 2. Purpose:

The purpose of the Association is to advance Research in Diversified Areas of Study.

ARTICLE 2
OFFICES

The International of office of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** shall be in Nigeria and can have its network of offices across the globe.

ARTICLE 3
AIMS AND OBJECTIVES

The aims and objectives of the association are:-

- To play influential role in global promotion of research activities in diversified areas of studies
- To encourage, organize, and promote international research activities
- To tender open forums and communities for exchange of information about research thoughts, plans, resources, projects, results, and studies
- To facilitate the exchange of information and ideas among the researchers, scientists and learned society in open forums
- To promoting research activities in wide areas of studies
- To encourage research thoughts and supporting research projects
- To encourage collaborative research efforts by facilitating open communication between researchers
- To spread awareness about latest research outcomes from different corners of the world

- To offer links to higher education and research opportunities
- To recognize the research achievers with apposite honorarium
- To promote research in determining the impact of global inflation on annual budget policy
- To promote research in determining the lifestyle patterns of the learned society
- To promote research in determining the relationship between education and crime rate in a society
- Encourage research thoughts in determining the relationship between child labour and lack of formal education globally.
- Encourage research for effective teaching methods to enhance global literacy rate
- Formation of large scale research communities conquering continental boundaries

ARTICLE 4 TRUSTEES

A. The Trustees of **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** for the purpose of the Companies and Allied Matters Act No 1 of 1990, shall be elected at a General Meeting charged with responsibility of selecting the Trustees with 2/3 majority votes of members present.

B. Such Trustees (hereinafter referred to as “The Trustee”) shall be FOUR (4) or more in the subsequent year in number and shall be known as **the “Registered Trustees”** of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**

C. A Trustee may hold office for life but a trustee shall cease to hold office if he/she

- a) Resigns his/her appointment
- b) Ceases to be a member of the registered trustees of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**
- c) Becomes insane
- d) Is officially declared bankrupt
- e) Convicted of criminal offence involving dishonesty by a court or tribunal of competent jurisdiction.
- f) Is recommended for removal from office by Board of Governors and Trustees, by majority votes of members present at any General Meeting of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**
- g) Ceases to reside in Nigeria.

D. Upon a vacancies occurring in the number of Trustees, a general meeting will be held to appoint another eligible member of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**. By a resolution passed by 2/3 majority of members present at the meeting.

ARTICLE 5 COMMON SEAL

A. The TRUSTEES shall have a common seal

B. Such common seal shall be kept in the custody of the Secretary who shall produce it when required for use by the TRUSTEES.

C. All documents to be executed by the Trustees shall be signed by such number of them and sealed with the common seal.

ARTICLE 6 MEETINGS

6.1. Meetings

The Board of Directors of the Association shall hold at least two meetings per year at sites designated by the President. One meeting shall be held for the purpose of outlining and planning activities for the Association's Annual Meeting including the programme for the Association, approving the annual budget, approving changes in the constitution and bylaws, and discussing such other matters of business that need to be addressed at that time. The second meeting shall be held prior to the Annual Meeting of the Association for the purpose of finalizing programme plans, acting upon proposed changes in the constitution and bylaws, and conducting such other business as the President or other members of the Board may deem necessary.

For effective administration of the Association, there shall also be the following meetings:

- A. Annual General Meetings
- B. Extra-Quality General Meetings
- C. Special Meetings
- D. Board of Trustees Meetings
- E. Executive Committee Meetings

6.2 Quorum

The quorum for the meetings shall respectively be:

- i. Annual General Meeting:- One third (2/3) of all members of the Association
- ii. Extra-Ordinary General Meetings:- One third (2/3) of members of the Association
- iii. Special meetings 50% of members of the Association
- iv. Board of Trustee Meeting:- Two members

v. Executive Meetings:- 60% of Executive Committee Members

ARTICLE 7

NOMINATION AND ELECTION OF OFFICERS AND BOARD MEMBERS

Section 1a:

A slate of nominees for Officers and Board Members to be elected at the Annual Meeting of the Association will be named by a committee appointed by the President, chaired by the Past President who represents the constituent country in which the Past President resides, and composed of equal representation of one or more members from each of the constituent country.

Section 1b:

Nominations for any position may be made to the committee by any active member of the Association, provided that the member secures (1) the written permission of the nominee and (2) the signatures of four other active members endorsing the nomination. The committee shall establish and announce a deadline for receiving nominations.

Section 2:

The nominating committee shall announce the nominations for all positions, direct the preparation of ballots, and conduct the election. The President will announce the results of the election at the business session of the Annual Meeting of the Association. The Immediate Past President shall serve as chair of the nominating committee.

Section 3:

The elective Officers and Directors of the Association shall be named by secret ballot of the members attending and voting at the business session of the Annual Meeting of the Association. A majority of the votes cast shall be required to elect Officers and Directors except for the Directors elected at large. A plurality of the votes cast on ballots for Directors elected at large shall be required for election.

Section 4:

Each Director representing a constituent state shall be elected by the members of the Association who are from the state represented by the respective Director.

ARTICLE 8

AFFILIATIONS

A state research association whose members are desirous of promoting the purpose of this Association and sharing in its work may become affiliated with this organization as provided in the Bylaws.

ARTICLE 9 MEMBERSHIP

SECTION 1: INDIVIDUAL MEMBERSHIP

INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS shall offer individual memberships in different classes suiting to needs and levels of different researchers.

Section 1 (a): Categories of Individual Membership

Individual researchers shall apply and acquire **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS'** memberships in any one of the following grades:

Section 1 (b): Fellow (FRA – Fellow Researchers & Administrators)

Fellow shall be the highest award by the Association. The Fellow is open only to Doctoral degree holders of regionally accredited university/institutions in any discipline having academic/research/industrial experience of more than 10 years and a recognizable research history in terms of research publications, books, and others. All accepted 'Certified Fellows' are provided with "Certificate of Fellowship" and admitted to College of Fellows (COFs) of the Association.

Section 1 (c): Member MRA – Member Researchers & Administrators)

Member shall be recognized as Research Guide. The Member of the Association is open only to Doctoral/Master degree holders in any discipline of regionally accredited university/institutions having academic/research/industrial experience of more than 5 years or a Master degree holder with 8 years of research experience and having a recognisable research history in terms of research publications, books, and others. All accepted 'Members' are provided with "Certificate of Membership" and are admitted to Global Networks of Researchers (GNRs)

Section 1 (d): Associate (ARA – Associate Researchers & Administrators)

Associate Member shall be open for Master/Bachelor Degree holders and shall be recognized as Senior Research Scholar. The Associate Member of the Association is open only to masters/bachelor degree holders of regionally accredited university/institutions having academic/research/industrial experience of more than 2 years or a Bachelor degree with 5 years in research/academics/industry and having a recognizable research history in terms of research publications and memberships. All accepted 'Associate Members' are provided with "Certificate of Membership" and are admitted to Global Networks of Researchers (GNRs).

Section 1 (e): Student Member

Student Membership shall be open for Students of Graduation/Post-graduation and shall be recognized as Young Researcher. The Student Members of the Association are recognized as

young researchers who are planning to build career in research and development. The membership is open to students of under graduation/post-graduation programmes of regionally accredited university/institutions. All accepted 'Student Members' are provided with "Certificate of Membership" as "Young Researchers"

Section 1 (f): Fellow Emeritus

Fellow Emeritus shall be awarded to Retired Researchers to continue to be active in research related activities of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**. The designation of Fellow Emeritus of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** marks the past accomplishments of retired researchers and to express IARSA appreciation for the willingness of those persons to continue to be active in research-related activities at the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**.

Section 1 (g): Distinguished Fellow

Distinguished Fellow shall be awarded to Fellows who have made significant preeminent contributions to research in their areas of core professions; maintain a consistent and high standard for fellowship; accessible, objective, transparent, fair, and have contributed to the Association reputation and growth since being recognised as Fellows.

Section 1 (h): Life Membership

Life Membership shall be awarded to persons who have been designated by the Award Committee and approved by the Governing Council as persons worthy of Life Membership in the Association. There shall be no dues requirements and privileges accruing to this class of membership and shall not be less than privileges enjoyed by Fellows.

The **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** Life Membership shall automatically bestow upon active members who:

- a) Have attained the age of 65 years
- b) Have been a member of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** for such a period that the sum of his/her age and his/her years of membership equals or exceeds 100 years

The designation of Life Member is effective on January 1 of the year immediately succeeding the year in which the requirements were met. Members who qualify will be notified by mail in the fourth quarter of the qualifying year.

Section 1 (h): Honorary Fellow

Honorary Fellowship shall be the highest recognition that the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** can give to persons who have made outstanding contributions to the research, library and education. It shall

sometimes be awarded to members of other professions as a reflection of the respect and regard of their colleagues for a particularly important contribution over a long period of time.

The **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** shall confer Honorary Fellow to promote collaboration with individuals, other institutions and organisations in research, scholarship, and teaching & learning and to facilitate the exchange and sharing of knowledge, experience, expertise and personal values which the Association espouses in its mission and goals. The award of Honorary Fellowships shall be the most prestigious awards that the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** can bestow.

SECTION 2: INSTITUTION MEMBERSHIP

An institution or corporate body who is interested in educational research can be accepted as an institution or a corporate member of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**. The rates of an institution or a corporate member life membership shall be N1, 000,000 and N2, 000, 000 respectively. There shall be two categories of an institution or a corporate life membership – (a). Institution or corporate membership and (b) Patron institution or a corporate membership. The rate for an institution or a corporate life membership shall be N5, 000,000 while Life Patron institutional or a corporate membership shall be N10, 000,000.

SECTION 2 (a): Institutional Memberships

Institutional Membership of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** shall be groups and institutions that work in the form of larger professional teams towards the mission of the association and shall contribute actively in meeting the objectives of the association.

Section 2 (a) i Categories of Institutional Membership

Section 2 (b) ii: Patron Institutional Member: Patron Institutional Members shall support the mission of association by accommodating chapters/branches of association in their premises and actively conducting the operations of associations on local level.

Section 2 (b) iii: Institute Member: Institutional Members shall contribute to the mission of the association by encouraging the activities of the association in its own or associated premises. It shall encourage spreading of message and activities of the association by promoting the association through it.

SECTION 3: CORPORATE MEMBERSHIPS

The **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** shall allow companies/organisations to gain exposure to world renowned scholars in the fields of human endeavours. Professional certification and accreditation and shall have free advisory services on policy design and guidance with governments legislation, regulations and policy statements on research practices across the world

SECTION 4: CESSATION OF MEMBERSHIP

The membership of IARSA shall cease in case of non-payment of membership fee and in case of resignation in writing by a member.

ARTICLE 8 BOARD OF DIRECTORS

Section 1:

The Board of Directors shall be composed of the President, Deputy President, Vice President, Executive Director, Secretary General, Treasurer, seven (7) or maximum nine (9) Directors in different disciplines. Each member of the Board of Director shall serve for two years and may be reelected to the same position in the subsequent election.

Section 2:

Elections for all officers will be conducted by electronic mail beginning at least one month before and closing before the biennial conference convenes. The Nominations Committee shall consist of the members of the Advisory Board, except for these running for an Officer position. The Chair of the Nominating Committee will be selected from the members of the Advisory Board by the President. The Nomination Committee shall, if it is possible to find willing candidates for positions on the Advisory Board. The Nominations Committee will seek to recognize the diversity of members of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** in respect to scholarly discipline, geographic location, gender, employment and educational status.

Section 3:

The Chair of the Nominating Committee shall solicit nominations from the membership and confirm the willingness of these nominated to serve if elected. A short statement of the nominee's scholarly qualifications and plans to enhance the work of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** would be accompanied the nominees' agreement to serve if elected. These statements will be circulated with the ballots. The Chair of the Nominating Committee shall oversee the counting of the ballots for positions on the Board of Directors and the Advisory Board. Members of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**.

Section 4:

Advisory Board shall act as monitors to verify the vote count will jointly confirm the results at the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** business meeting convened at the biennial conference. The Chair of the Nominating Committee will inform the candidates of the election results before the biennial conference and announce the results of the vote at the business meeting of the biennial conference.

Section 5:

The President shall chair the meetings of the Board of Directors and oversee all activities of the organization. In consultation with the Board of Directors and Advisory Board, the President shall be the spokesperson for the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**.

Section 6:

The Deputy and Vice Presidents shall among other activities work closely with the President and Board of Directors in organising the biennial conference, and shall take on such other duties as requested by the President and shall explore opportunities to expand IARSA footprint in their states, continents, counties or regions through publicity, events, and other strategies that will build the association's membership and reputation other administrative responsibilities of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**. This shall include working with university, college, existing local and regional research body and think tanks, and NGOs involved research and education.

Section 7:

The New Media/Communications Officer shall develop and maintain website and Face book pages and work to develop the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** presence in terms of new media technologies.

Section 8:

The Secretary/Treasurer shall conduct annual membership campaigns, publish a newsletter on activities and publications of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** members, inform members of proposed resolutions and amendments to the bylaws, oversee the website and listserv, maintain the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** bank accounts and financial records, make quarterly financial reports to the Board of Directors, and arrange for annual auditing of the books of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** by a Certified Public Accountant approved by the Board. All cheques shall be co-signed by both the Secretary/Treasurer and another **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** officer appointed by the Board of Directors.

Section 9:

The Board of Directors may employ an Administrative Assistant to assist it in conducting the annual membership campaign and other communications, maintenance of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** website and other duties.

The Board of Directors shall employ a book-keeper to assist the Secretary/Treasurer with professional maintenance of financial records, bank and credit card accounts, preparation of quarterly financial reports, and submission of financial records for annual audit.

Section 10:

The Advisory Board shall act as the Nominating Committee, lead and serve on the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** committees appointed by the President, offer management advice to the Board of Directors, and take on other tasks requested by members of the Board of Directors. The President may appoint Special Advisors in order to assist the organization with special duties and to represent the diversity of membership in the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** such Special Advisors shall have no vote in decisions of the Advisory Board that require votes.

Section 11:

In the event of a vacancy on the Board of Directors, the Board of Directors shall choose a member of the Advisory Board to fill the position. Vacancies on the Advisory Board shall be filled by the Board of Directors from the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** membership.

Section 12:

The **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** membership Committee shall have responsibility for membership recruitment and retention for the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**

The Membership Committee will consist of a Membership Director, Vice-President) and two other members chosen by the Board of Directors and will report to the Secretary/Treasurer. The Committee will conduct an outreach programme to recruit new members previously unaffiliated with the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**. The Membership Committee will also oversee an annual membership renewal campaign to assure continued membership by current members in the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**

ARTICLE 9 REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS MEMBERS

Section 1.

The absence of a Board Member from two meetings during a term of office shall constitute grounds for declaring the office vacant. In such case, the Board shall determine the reasonableness of the absences. If the Board deems that the absences are without merit, it shall declare the office vacant. In the case of an elective office except for the office of Vice President/President-Elect, the successor to fill the vacancy shall be named by a majority vote of the Board of the Association.

Section 2.

The Board of the Association may remove a member of the Board, for good cause, by a two-thirds majority vote of the Board members present and voting at a regular or special meeting of the Board. One, but not the only, good cause is the failure to perform the duties of the office held by the member of the Board.

ARTICLE 10 COMMITTEES

Section 1 — Committee formation:

The Board may create committees as needed, such as Finance Committee, Publication and Research Committee, Conference Committee, Award Committee, Training and Development Committee. The board Chair appoints all committee chairs.

Section 2 — Executive Committee:

The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of trustees in the intervals between meetings of the board of trustees, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

Section 4 - Publications and Research Committee: The Publications and Research Committee shall be responsible for the quality of IARSA publications and research and shall provide direction to and review of the Association's print and electronic publications, including journals, books, news, educational and all other publications. The Committee shall oversee general editorial policy, engages in strategic planning and development of the Association's current and future publications, recommends and works with partner entities where appropriate, and initiate publication focused task forces and subcommittees as deemed necessary by the committee.

The Committee shall coordinate all publications associated with the section and to serve as an advisory unit to the Board of Directors. The Committee identifies publication needs; stimulates research, writing, and discussion by overseeing the development and production of the Article Guides, Discussion Forums, and selected projects. The committee seeks opportunities to work collaboratively within IARSA as well as related organizations providing content both virtually and at conferences.

Section 5 - Training and Development Committee:

Training and Development Committee shall promote and support membership development, organizational and institutional effectiveness by providing high-quality educational training programmes and to develop trainings and developments programmes in meeting individuals, groups or departmental and institutional needs and objectives.

The Committee shall provide IARSA member institutions and companies with multiple, resource-efficient, opportunities for learning and development initiatives through a variety of delivery channels. The committee shall also available as partners and a resource to other IARSA Committees (including various technical training committees) to respond to member institutions and companies learning and development needs; to guide and sponsor professional development skill activities that improve individual, institutions and corporate performances in all sectors.

Section 6 – Conference and Events Committee:

The Conference and Event Committee shall responsible for planning and executing all aspects of the Annual the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS** Conference and all other conferences and events organized by the Association.

Committee Members shall work to assist in various aspects of the conference including:

- Developing and confirming the curriculum programme
- Recruiting speakers and volunteers
- Creating written working session titles and descriptions, if necessary
- Scheduling sessions throughout the Schedule at a Glance
- Participating in conference calls
- Various tasks throughout the conferences

Section 7 – Membership Committee:

The Membership Committee shall be responsible for supporting the mission, vision, purpose and strategic plan of the **INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS**. The Membership Committee shall also be responsible for collaborating with committees, sections, special interest groups, and membership, Board of Directors and staff on key strategies, challenges, and needs in order to provide insight on membership recruitment, engagement and retention. The Membership Committee may from time to time assess and recommend services, and programs that will add value to the membership.

ARTICLE 11 SOURCES OF INCOME

The Sources of income for the Association shall include:

- a) Members Annual Subscriptions
- b) Fundraising.
- c) Programmes Service Revenue

- d) Major Donors
- e) Volunteers
- f) Financial Endowment
- g) Grants
- h) Grants from approved Foreign Agencies
- i) Selling of Journals and other publications
- j) Events and Conferences
- k) Consultancy

ARTICLE 12

DISBURSEMENT AND APPLICATION OF FUNDS

The Funds of the association shall be disbursed and applied as follows:

- a) For execution of the aims and objectives of the Association
- b) For payment of approved expenditures.
- c) Disbursement should be in accordance with approved budget estimates of the Association

ARTICLE 13

KEEPING OF ACCOUNT

Books of account i.e records of income and expenditure of the association should be kept on yearly basis.

Such records to be kept include:- Cashbooks, Payment Vouchers, Members contribution, ledgers, Annual financial Reports i.e. Income and Expenditure account, statement of Financial Position, Debtors and Creditors statement,

The Association shall ensure the accurate keeping of record of all income and expenditure.

ARTICLE 14

APPOINTMENT OF AUDITOR(S)

1. Independent qualified and licensed Auditors shall be appointed by the general meeting to audit the financial records of the Association annually and submit and audited report to the Annual General Meeting of the Association.
2. The audited financial statements (Statement of Financial Position and Statement of Comprehensive Income) duly certified by independent auditors shall be annexed to the annual returns and file with the Corporate Affairs Commission.

ARTICLE 15

AMMENDMENT OF CONSTITUTION

Section 1.

This constitution may be altered, amended, or repealed and a new Constitution or portions thereof may be adopted by a vote of two-thirds of the votes cast at an Annual Meeting of the Association or by a majority of the total voting power of the Association, whichever is less, provided that notice of any proposed revision has been mailed to every member of the Association at least thirty days prior to the Annual Business Session at which the revision is to be considered.

Revisions of this Constitution as provided above shall not be considered by the membership of the Association until such proposed revisions have been submitted to, reviewed by, and approved by the Board of the Association. Upon its election, in the case of conflict of interest or other special circumstances, the Board may choose to submit a proposed revision of the Constitution to the Association members without recommendation provided that the Board communicates the basis for this election to the members along with the proposed amendment. For the purpose of the review and recommendation by the Board, proposed revisions of the Constitution shall be submitted to the Board at any regular or special meeting. After review and appropriate action thereon, the Board shall forward the proposed revisions to the membership of the Association for consideration. During its review and prior to forwarding the proposed revisions with its recommendation, the Board may make such editorial revisions as are necessary and appropriate.

Section 2.

The activities of the Association shall be regulated by the Bylaws. The Bylaws of the Association may be altered, amended, or repealed and new Bylaws or portions thereof may be adopted in the same manner as prescribed for the Constitution in the above Section 1 of this Article.

ARTICLE 16 SPECIAL CLAUSE

1. The Income and Property of the INTERNATIONAL ASSOCIATION OF RESEARCH SCHOLARS & ADMINISTRATORS shall be applied solely towards the promotion of the objective of the body as set forth in this **RULES AND REGULATION/CONSTITUTION** and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

2. PROVIDED that nothing herein shall prevent the payment in good faith, or reasonable and proper remuneration to any officer or servant of the Association in return for any service actually rendered to the association.

- a) With the exception of ex-officio members of the Board of Directors, no member of the Board shall be appointed to any salaried office of the Association or any office of the Association paid by fees; and

- b) No remuneration or other benefit in money's worth shall be given by the body to any member of such Board except repayment of out of pocket expenses or reasonable fees for services rendered.

If in the event of a winding up or dissolution of the corporate body, if there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members, of the Association but shall be given or transferred to some other institutions, having objects similar to the object dissociation each institutions to be determined by the members of the Association at or before the title of dissolution.

If effect cannot be given to the aforesaid provisions, then the remaining property shall be transferred to some charitable object.

ARTICLE 17 CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two thirds majority vote on June 2, 2023.