

**BY-LAWS OF THE  
INTERNATIONAL COUNCIL FOR SMALL BUSINESS (ICSB)**

Article I

**MISSION AND GOALS**

The International Council for Small Business (ICSB) is a non-profit organization, whose mission is to advance the understanding of entrepreneurship and small business issues. ICSB is an affiliate-based organization, in which all members of an affiliate organization are also members of the ICSB. ICSB and through its member affiliates facilitates the creation and dissemination of new knowledge through research, education, policy and practice and the open exchange of ideas between professions and across national and cultural boundaries. The ICSB embraces the following four pillars:

1. Researchers, who provide the evidence upon which decisions about small and medium sized enterprises (SMEs) and entrepreneurship can be made;
2. Policy makers, who are responsible for the road map for supporting entrepreneurship and SME development;
3. Practitioners and business service providers, who help to nurture SMEs and facilitate entrepreneurship, through their advice and support;
4. Educators, who facilitate learning related to entrepreneurship and starting and/or running diverse ventures.

In line with this mission, the ICSB is specifically dedicated to:

1. Improving knowledge, techniques and skills relevant to entrepreneurship and small business development,
2. Developing an improved understanding of entrepreneurship in its various forms,
3. Coordinating and cooperating with the various governmental and supra-governmental institutions involved in encouraging and supporting the development of entrepreneurship and small business,
4. Publishing and disseminating academic material (e.g. conference papers, research reports, books) and other qualitative and quantitative information about entrepreneurship and small business to add to the knowledge and expertise of its membership and other interested persons,
5. Organizing conferences and other events to promote the free exchange of ideas and knowledge in the field of entrepreneurship and small business, both among ICSB members and with stakeholders and other interested persons and organizations in the field.
6. Using the appropriate existing and future information communication technology tools to reach these goals.

## Article II

### MEMBERSHIP

SECTION 1. **Qualifications:** Any individual or organization subscribing to the mission and goals of the International Council for Small Business (hereinafter called "ICSB") shall be eligible for membership.

SECTION 2. **Admission to Membership:** Admission to membership shall be granted upon receipt of written application and the tender of one year's dues in advance, as provided herein.

SECTION 3. **Term of Membership:** The term of membership shall begin on the date of admission and conclude on the last day of the month, 12 months hence.

#### SECTION 4. **Classes of Membership**

- a. **Individual.**
- b. **Honorary Life Memberships:** Honorary life memberships may be awarded at the annual meeting to persons who have contributed outstanding service to ICSB and/or to the fields of small and medium business worldwide. The nomination and selection of an individual for this high honor is the responsibility of the Board of Directors. At the direction of the Board of Directors, such nominations may be brought to a vote of ICSB membership during the annual conference.
- c. **Private Sector Organizations:** Each organizational member shall be permitted to designate **three (3)** individuals who shall accrue privileges and benefits of individual membership. The designated members by the organization shall receive the regular publications of ICSB.
- d. **Universities:** Each university member shall be permitted to designate **three (3)** individuals who shall accrue privileges and benefits of individual membership. The designated members by the organization shall receive the regular publications of ICSB.
- e. **Public Sector Organizations, Non-Profit & Non-government Organizations (NGOs):** Each public sector organization, non-profit or NGO member shall be permitted to designate **three (3)** individuals who shall accrue privileges and benefits of individual membership. Government agencies, professional and trade associations and chambers of commerce subscribing to the mission and goals of ICSB and wishing to lend support to ICSB are eligible for organizational memberships.
- f. **Student members:** Student memberships are limited to full-time students of institutions of higher education.
- g. **Consulates and other domestically based non-citizens of embassies.** Each consulate or other domestically based non-citizen of embassy members shall be permitted to designate **three (3)** individuals who shall accrue privileges and benefits of individual membership.
- h. **Developing Country (DC) Members:** Persons who are citizens of and reside within countries defined by the Board of Directors as "developing countries" and who are otherwise eligible for membership in ICSB can elect to join the appropriate ICSB Affiliates as DC Members. The Affiliate will pay lower annual membership fees set at 50% of full membership fee for its DC members depending upon whether the members request full or partial membership benefits. Full benefit DC members will receive full

ICSB benefits. Partial benefit DC members will receive member benefits except for the Journal of Small Business Management, the ICSB Bulletin, and any other recurring publications. All DC members will be listed as members in the Membership Directory and will receive the annual Membership Directory.

## SECTION 5. Membership Dues and Fees

- a. **Membership Fees:** The Affiliate shall pay membership fees to ICSB, according to the payment schedule based upon its current listing of those members in good standing. Affiliates shall pay membership fees on a quarterly basis based on an updated listing of members. This listing shall be submitted every quarter to the International Office.
- b. **Membership Dues:** Individuals who are not residing within the geographical area jurisdiction of an Affiliate and who do not belong to any Affiliate shall pay their dues directly to the ICSB International Office. Such dues are established by the ICSB Board.
- c. **World Conference Fee:** Host agrees to pay the ICSB a stated fee for hosting the ICSB World Conference, in accordance with the *Planning Guidelines for World Conferences*. The fee will be paid to the Senior Vice- President, Finance and Control by the opening of the World Conference. Any adjustment to this fee will be negotiated within a 60-day period following the close of the World Conference. *The Planning Guidelines for World Conferences* shall govern all conditions of the World Conference. A Letter of Agreement will be signed by the Affiliate and the ICSB specifying roles and responsibilities of both the host Affiliate and the ICSB.
- d. **Establishment of Dues and Fees:** The Board shall establish a schedule of dues and fees. Changes to this schedule require a majority vote and shall take effect in one year commencing with the start of a calendar quarter.
- e. **Affiliates Membership Dues:** Affiliates shall establish a schedule of dues for their own members.

## Article III

### FISCAL YEAR, VOTING RIGHTS AND TRANSACTION OF MEMBERSHIP BUSINESS

SECTION 1. **Fiscal year:** The fiscal year shall be established by the Board of Directors.

SECTION 2. **Transaction of Business:** Any business of ICSB requiring membership action may be conducted by mail, fax, electronically email or by vote at a duly called ICSB Business Meeting. Business Meetings of the membership shall be scheduled during the annual World Conference of ICSB. Special Business Meetings may be scheduled by a membership petition signed by at least five percent of the members in good standing. Notice of a Special Meeting shall be mailed to all members at least 30 days prior to the scheduled date but not more than 90 days. A ballot describing the actions taken at special Business Meetings requiring membership action shall be submitted to the total voting membership of ICSB by mail within 30 days of the Special Meeting. Ratification or rejection will be decided by a majority of those voting and those ballots which are returned within sixty days of the date of the mailing of the ratification ballot.

SECTION 3. **Approval:** All business to be transacted will be approved by a majority of those

present at a meeting, provided that the pending business is announced to the membership not less than ten (10) days but no more than ninety (90) days before such meeting.

**SECTION 4. Business Requiring Membership Action:** The membership shall elect Officers and Directors of the Board of Directors and transact such other business, including amendments to the By-Laws, as may be appropriate.

#### Article IV

### **BOARD OF DIRECTORS (hereinafter called “Board”)**

**SECTION 1. Composition:** The Board shall consist of elected Officers and non-elected Directors. The elected Officers are comprised of: the President; President-Elect; Immediate Past-President; and Senior Vice-Presidents of Finance and Development. The non-elected Directors are comprised of: the Senior Vice-President of Partnerships, the Wilford White Fellows Representative and five (5) Affiliate President representatives. The five (5) Affiliate President representatives will be elected from each of three geographical regions outlined in Article IX: Regional Affiliate Council.

**SECTION 2. Authority and Responsibility:** The governing body of ICSB shall be the Board. The Board will serve as the long-range strategic planning and policy-making authority of the ICSB, responsible to the Membership and will serve as the management resource to the President in the implementation of strategy development and planning. The Board shall agree to the operational plan and performance metrics with the International Office (IO) and hold the ultimate authority as well as responsibility for the policies and actions of ICSB. The Executive Committee of the Board will consist of the President, Immediate Past-President, President-Elect and Executive Director who will be empowered to make decisions within defined limits throughout the year and report progress to the Board. The Board shall actively pursue the objectives of ICSB and control its fiscal policies. The Board may adopt such rules and regulations for the conduct of its business as shall be determined advisable.

**SECTION 3. Nomination and Election:** Elected Board Members will be nominated and voted upon by mail, fax, electronically or by email. No person can serve on the Board for more than two consecutive terms unless serving a term as President, President-Elect or Immediate Past President.

**SECTION 4. Meetings:** The Board shall meet twice a year; at the annual ICSB World Conference and the annual Mid-Year Board Meeting. Notice of all such meetings shall be given to the Board Members not less than thirty (30) days before the meeting is held. All Board Members are required to attend at least one annual Board meeting. Failure to do so will be subject to removal from the Board, unless special cases warrant otherwise. Special meetings of the Board may be called by the Chairperson or at the request of any three (3) Board Members, by a notice which is mailed, delivered, faxed, electronic mailed, telephoned or telegraphed to each member of the Board not less than seven (7) days before the meeting is held.

**SECTION 5. Quorum:** A quorum of the Board shall consist of a majority of voting members.

**SECTION 6. Voting:** A valid action of the Board occurs when a majority of those present are in agreement with the action and a quorum exists. Voting rights of an elected Board Member shall not be delegated to another, nor exercised by proxy. Affiliate Presidents may delegate their voting rights to another Officer of the Affiliate by providing a written notice of such delegation to the Chairperson of the Board.

**SECTION 7. Voting by mail, fax or electronic format:** Action taken by written ballot of the members of the Board, in which a simple majority of those responding, providing a quorum exists, in writing, indicate themselves in agreement, shall constitute a valid action of the Board and shall be reported at the next regular meeting of such Board. Mail, fax, or electronic ballots shall include a time period for acceptance of responses, with no less than 14 days provided.

**SECTION 8. Vacancies and Removal:** Any vacancy of an elected member occurring on the Board, between annual elections, shall be filled by the Board. A Board Member so elected to fill a vacancy shall serve the unexpired term of her/his predecessor.

**SECTION 9. Compensation:** Board Members shall not receive any compensation for their services.

**SECTION 10. Conflict of Interest:** Whenever an Officer or Director has a financial or personal interest in any matter coming before the Board, the Board shall ensure that the interest of such Officer or Director is fully disclosed to the Board. No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such a matter is voted upon. Any transaction in which an Officer or Director has a financial or personal interest shall be duly approved by members of the Board not so interested or connected as being in the best interests of the organization. Payments to the interested Officer or Director shall be responsible and shall not exceed fair market value. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**SECTION 11. Travel Expense and Reimbursement:** The ICSB may reimburse Members, Officers, Directors, Staff and certain other special class of individuals for travel, business and program related expenses that are incurred for the benefit of the organization and are in accordance with policy provisions set forth in the *ICSB Travel/Business Expense Reimbursement Policy*. The ICSB Travel/Business Expense Reimbursement Policy shall govern all conditions of travel expense and reimbursement as decided by the Elected Officers.

## Article V

### **OFFICERS AND DIRECTORS OF ICSB**

**SECTION 1. Elected Officers:** There shall be three (3) elected Officers of the ICSB Board: President-Elect; Senior Vice-President, Finance & Control; and Senior Vice-President, Development.

**SECTION 2. Non-Elected Directors and Board Members:**

- a. The non-elected position of Senior Vice-President, Partnerships will be approved by the Board of Directors through nomination from amongst ICSB partner organizations that provide funding to the ICSB.
- b. Each Affiliate will designate its President to represent it as a non-elected Director on the ICSB Regional Affiliate Council that covers their geographic region. One (1) Affiliate President will be nominated by each Regional Affiliate Council to serve on the ICSB Board on a one-year rotational basis. The Affiliate Presidents of the two largest Affiliates (by membership count) will also serve on the Board for a one-year term. The two largest Affiliates cannot also have representation through the Regional Affiliate Council. Such Directors shall be members in good standing of the ICSB

- c. The Wilford White Fellows will select one representative to serve as a non-elected Director for a two-year term.
- d. A non-voting Executive Director shall be appointed by the Board and annually reviewed for re-appointment.
- e. The President and each Senior Vice-President shall be empowered to nominate to the Board, one or more non-voting Vice-Presidents to assist him/her in his/her duties, as deemed appropriate. The President shall forward nominations to the Board for approval and appointment of the nominees.

**SECTION 4. Qualifications for Officers:** All elected and non-elected Officers and Directors of ICSB shall be members in good standing.

**SECTION 5. Term of Office:** All elected and non-elected Officers and Directors begin their term at the end of the World Conference Business Meeting.

- a. The President-Elect is elected to serve for three years, as President-Elect, President and Immediate Past-President.
- b. Senior Vice-President's of Finance & Control and Development are elected to two-year terms.
- c. Senior Vice-President of Partnerships is appointed to a one-year term.
- d. The Wilford White Fellows/Past-Presidents Representative serves a two-year term.
- e. The term for all other elective and appointive offices shall be one year.

**SECTION 6. Re-election:** All Elected Board Members shall be eligible for re-election or reappointment except the Immediate Past-President and the President-Elect. In the event that the office of the President becomes vacant, the President-Elect shall fill the unexpired term of his/her predecessor as well as the term of office to which he/she had been elected in his/her own right.

**SECTION 7. Vacancies:** Vacancies in any elective office except the President and the President-Elect may be filled for the balance of the term by the Board at any regular or special meeting. In the event the offices of the President and the President-Elect both shall become vacant, the Immediate Past-President shall assume the duties of the President.

**SECTION 8. Removal:** The Board, by a two-thirds vote of all its members, may remove any Board Member from office if deemed by them to be in the best interest of ICSB.

**SECTION 9. Standing Committees:** The Board of Directors shall be empowered to establish standing committees in order to carry out a specific, well-described task. The composition and task of a standing committee shall be established at the time the Board of Directors establishes a standing committee. A standing committee will remain at the discretion of the Elected Officers.

## Article VI

### DUTIES OF BOARD MEMBERS

SECTION 1. **Officers:** An annual written report will be submitted to the Board. The report, due on the date of the first Board meeting of each World Conference, will detail the expenses incurred to the ICSB in carrying out the responsibilities of the office and the resulting value to the organization.

- a. **President:** The President shall preside at all meetings of ICSB. The President shall be an ex-officio member of all committees and shall be Chairperson of the Board. The President may, in the absence or disability of the Senior Vice-President of Finance and Control, sign or endorse checks, drafts and notes and shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board. These shall include the appointment of permanent committees created by vote of ICSB or by the Board. The President shall also have the power to appoint other committees in order to effectuate the proper and efficient functioning of ICSB.
- b. **President-Elect:** The President-Elect shall be a member of the Board and shall assist the President in the performance of duties as the President shall determine. In the event that both the President and the President-Elect must be absent from meetings of ICSB or the Executive Committee, the President shall appoint someone to preside.
- c. **Immediate Past-President:** The Immediate Past-President shall be a member of the Board and shall assist the President in the performance of duties as the President shall determine. The Immediate Past-President shall serve as the chairperson of the Nominating Committee.
- d. **Senior Vice-President, Finance:** The Senior Vice-President, Finance and Control shall be a member of the Board and shall have the following areas of responsibility: (1) budget; (2) accounting; (3) financial analyses; (4) projections; (5) articles of incorporation and By-Laws; and such other finance related matters as may be assigned by the President. All financial management activities will be conducted according to generally accepted accounting principles (GAAPs).
- e. **Senior Vice-President, Development:** The Senior Vice-President, Development shall be a member of the Board and shall have the following areas of responsibility: (1) membership promotion (both individual and organizational); (2) development of new Affiliates; (3) maintaining relations with existing Affiliates; (4) developing public relations strategy aimed at creating awareness of the organization, its abilities and accomplishments; (5) working closely with ICSB Officers and Directors to develop news and promotional activities supportive of, and adding value to, the overall goals of the ICSB; (6) providing liaison and interaction with the Program Chair of the annual World Conference as well as other entrepreneurial and SME organizations; (7) promoting special-interest groups (SIGs) and networks for members; (8) developing new program ideas to meet member needs and interests; and other such programs as assigned or approved by the President; (9) developing relationships with non-ICSB entities having common special interest; and (10) generating foundation and corporate approaches to gain sponsorship for key ICSB programs and activities; and any other such duties as may be assigned or approved by the President.

- f. **Senior Vice-President, Partnerships:** The Senior Vice-President, Partnerships shall be a member of the Board and shall have the following areas of responsibility: Coordinate overall strategic partnership planning and development of the ICSB in conjunction with the Executive Director and the Elected Officers, the duties and responsibilities of the Officers and Board, including the Immediate Past President, President-Elect, Senior Vice Presidents, and Directors. Specifically, the SVP Partnerships shall: (1) Coordinate in conjunction with the Executive Director and ICSB Board plan the development of the ICSB's annual funding development strategy; (2) Maintain liaison with the Senior Vice-Presidents and Affiliates to coordinate affiliate participation and benefit in funding development; (3) Maintain liaison with ICSB Affiliate development officers, where so identified; and (4) Perform such other duties as may be assigned by the President and as may be provided herein.

## SECTION 2. Directors

- a. **Five (5) Affiliate Presidents:** Affiliate Presidents shall represent the interests and concerns of their Affiliate and shall perform a liaison function between ICSB and the Regional Council and between the Regional Council and the ICSB. Two (2) of the five (5) Affiliate Presidents will be elected from the largest Affiliates (by membership count). The remaining three (3) Affiliate Presidents will be elected from each of the three Regional Affiliate Councils outlined in Article IX. A proxy vote may be granted by written consent to the IO for another member of the Regional Council in the event that an elected Affiliate President cannot attend the meeting.
- b. **Executive Director:** The Executive Director shall have the following areas of responsibility: (1) serving as Corporate Secretary, keeping minutes of the meetings of ICSB; (2) arranging, when absent, for minutes to be taken at meetings; (3) preparing and distributing minutes to Elected Officers; (4) notifying all Elected Officers of their election; (5) signing, with the President, all contracts and other instruments when so authorized, in accordance with the By-Laws of ICSB; (6) being custodian of all membership records; (7) receiving and processing all inquiries and applications for memberships and subscriptions; (8) maintaining a current and accurate membership roster; and performing such other duties as may be delegated by the President.
- c. **Wilford White Fellows (WWF) Representative:** The Wilford White Fellows Representative to the Board shall be nominated and elected by the Wilford White Fellows to serve a two-year term determined at the discretion of the vote of the WWFs.

SECTION 3. **Handbook:** There shall be a Board of Directors Handbook to be developed and maintained by the Board of Directors, who shall apply the rules and regulations as laid down in the Handbook.

## Article VII

### ANNUAL ELECTION

**SECTION 1. Nominating Committee shall consist of:** (a) immediate past president, chair; (b) the two most recent available Past-Presidents of ICSB, with Chair's nearest predecessor as alternate chair; (c) the President-Elect; (d) Up to three (3) current Affiliate President Representatives to the Board; (e) the Wilford White Fellows Representative; (f) the president as an ex-officio member.

**SECTION 2. Nominations:** The Nominating Committee shall nominate annually one or more persons for each position to be filled. Each nominee must be a member in good standing of ICSB and must have agreed to serve, if elected.

**SECTION 3. Procedures:** Any ICSB member may recommend candidates to the Nominating Committee for consideration. A request for nominees shall be circulated by the International Office to all members at least 60 days prior to the first formal meeting of the Nominating Committee with a reminder 30 days prior. The names shall be submitted in writing and signed by the nominator and the nominee to the International Office and the nominee shall attach the following:

- one page biography setting out their recent and relevant experience and qualifications that qualifies them for acting in that position on the Board; and
- one page explanation of why they want to serve and what they can bring to the ICSB through assuming that position on the Board. These nominations must be lodged with the International Office two weeks before the first meeting of the Nominating Committee.

**SECTION 4. Election:** Officers and applicable Directors shall be elected by mail, fax or electronically verified ballot. Election ballots shall be mailed by the Executive Director, or designee, to all voting members no less than ninety days prior to the opening date of the World Conference. Only properly marked ballots received by the Executive Director prior to 30 days before the opening date of the Conference shall be counted for purposes of election.

#### **SECTION 4A. Affiliate Proportional Electoral Voting:**

1. Each ICSB Affiliate of record on 30 December of the year immediately preceding an ICSB annual election receives one electoral vote per 50 members. If an affiliate has less than 50 members, the ICSB board may approve 1 electoral vote under special circumstances. Electoral votes per Affiliate are based on the most recent affiliate membership numbers for which the International Office (IO) has billed and payment has been made by the Affiliate (dues paying members).
2. Irrespective of the number of members an Affiliate achieves, a maximum of 20 Electoral votes will be awarded to any one affiliate.
3. Each Affiliate must have a 10% of their total affiliate members voting in order to have its proportional electoral vote(s) counted. If an affiliate does not achieve 10% votes from their membership, its member votes will be added to those in the International Member Pool.
4. For purposes of the ICSB annual election to the Board only, the International Member Pool will consist of unaffiliated international ICSB members and members from affiliates that have not achieved their electoral vote(s) due to lack of attaining 10% voting members. The members who did cast a vote will be added to the international pool. A total of 50

members (international members plus members from Affiliates not achieving 10% voting members) will count as one electoral vote for the international pool. In the event, there are less than 50 unaffiliated international members either with or without the additional affiliated members, the International Member Pool will receive one (1) electoral vote.

5. For Affiliates achieving a minimum of 10% member voting, a majority vote within the affiliate for a candidate results in that candidate taking the electoral vote(s) awarded to that Affiliate.
6. If there is a tie within the Affiliate, the Affiliate President's initial vote will be used to break the tie. In the event the Affiliate President has not voted, the next highest ranking Affiliate Officer vote will serve as the tie-breaker. In the event there are no ranking Affiliate Officers from which to choose, the Affiliate President, without knowledge of the election results to that point, will be called upon by the ICSB Executive Director to cast a deciding vote.
7. The candidate for each office receiving the highest number of electoral votes from all the affiliates is elected.
8. If there is a tie in electoral votes for any candidate, the overall number of popular votes a candidate received will serve as the tie-breaker.

**SECTION 5. Verification of Election Results:** Members of the Nominating Committee in attendance at the World Conference shall verify the election results by examining all ballots to ensure that no improprieties exist in the final results.

**SECTION 6. Election Results:** Results of the annual election shall be announced at the World Conference during the Business Meeting and published in the ICSB Bulletin.

## Article VIII

### **AFFILIATES AND CHAPTERS**

**SECTION 1. Formation of Affiliates:** In any country or group of countries where there are at least 50 members of ICSB, the members may petition for the granting of Affiliate status. Such petitions shall be reviewed by the Board and such Affiliate status shall be granted upon the approval of a majority of the Board. Every member in good standing of an Affiliate shall be considered a member in good standing of ICSB with full privileges and benefits. Every member of an Affiliate shall be dues paying members of the ICSB.

**SECTION 2. By-Laws of Affiliates:** Each Affiliate shall operate in accordance with By-Laws approved by the Board of ICSB. Affiliate constitutions and/or By-Laws may contain additional provisions prescribed by members of the Affiliate provided such additional provisions are not in conflict with the By-Laws of ICSB. All Affiliate materials, including stationery letterhead, conference calls and other documents, must include the following verbiage, "An Affiliate of the International Council for Small Business", and the ICSB logo.

**SECTION 3. Representation of Affiliate Body:** Each Affiliate will include its President as a member of the Regional Affiliate Council. Each year, one (1) Affiliate Presidents is elected by each of the three (3) Regional Affiliate Councils to serve on the ICSB Board of Directors. The largest two (2) Affiliates, by membership count, will also receive representation on the Board by

way of their Affiliate President.

**SECTION 4. Chapter Formation:** Any national or multinational group related on a geographical basis may petition to form a Chapter if fifteen or more voting members of ICSB reside within a geographical area. The petition shall contain the name of the chairperson for the group and at least two assistant chairpersons. Such petitions shall be reviewed by the Board and such Chapter Status shall be granted upon the approval of a majority of the Board. The Board may, by a three-fourths vote, remove a Chapter designation.

**SECTION 5. Removal of an Affiliate:** Affiliates shall operate in accordance with ICSB policies. The privilege of continuing as an Affiliate of ICSB and to use its trademark shall be subject to revocation by a three-fourths vote of the Board of ICSB in the event of failure by the Affiliate to operate in accordance with established policies. An Affiliate will be deemed to have failed to operate in accordance with established policies if: a) it has less than 50 members for four consecutive quarters; and/or b) it has failed to remit Affiliate dues to the ICSB for four quarters; and /or c) it engages in activities contrary to its constitution or By-Laws. If Affiliate status is revoked by the Board, the Secretary to the Board will write to each member of the former Affiliate advising them of the decision and inviting them to maintain their membership by paying the appropriate international membership subscription. Any Affiliate whose privilege has been revoked shall have the right to petition the membership for reinstatement of Affiliate status at any Annual Meeting of ICSB.

**SECTION 6. Dissolution of an Affiliate and/or Chapter:** The Board may remove a Chapter or Affiliate designation. This action will be invoked should evidence be presented that the membership wished to dissolve its Affiliate and/or Chapter status.

**SECTION 7. Affiliate Handbook:** There shall be an Affiliate Handbook, developed and maintained by the Board of Directors. It provides information on how to form and maintain an Affiliate.

## Article IX

### REGIONAL AFFILIATE COUNCILS

**SECTION 1. Formation of Regional Affiliate Councils:** The goal of each ICSB Regional Affiliate Council is to provide long-term strategic plans for membership growth in their regions. Each Affiliate will designate its President to represent it as a non-elected Director on the ICSB Regional Affiliate Council. Regional Affiliate Councils are comprised from the following geographic regions;

- a. **Americas:** Includes all Affiliates in North and South America, as well in the Caribbean.
- b. **Europe, Africa, Sub-Continent:** Includes all Affiliates in the European and African continents, as well as in the African Sub-continent.
- c. **Asia, Oceania:** Includes all Affiliates in Asia and the Oceania region.

**SECTION 2. Representation of Regional Affiliate Councils:** One (1) Affiliate President will be nominated by each Regional Affiliate Council to serve on the ICSB Board of Directors on a one-year rotational basis from the following geographical regions; Americas, Asia/Oceania, and Europe/Africa/Sub-Continent. The largest two (2) Affiliates, by membership count, will also receive representation on the Board by way of their Affiliate President. Such Directors shall be members in good standing of the ICSB.

**SECTION 3. Procedures:** Each Regional Affiliate Council is required to hold at least one (1) meeting every year. An annual Regional Affiliate Council Work Plan must be presented to the ICSB Board at the Annual ICSB World Conference. During this meeting, Regional Council Presidents will be asked to present their work plans for the year. All ICSB Regional Affiliate Councils shall subscribe to the mission and goals of the International Council for Small Business.

**SECTION 4. Removal of a Regional Affiliate Council:** Regional Affiliate Councils shall operate in accordance with ICSB policies. The privilege of continuing as a Regional Affiliate Council of ICSB shall be subject to revocation by a three-fourths vote of the Board of ICSB in the event of failure by the Regional Affiliate Council to operate in accordance with established policies. A Regional Affiliate Council will be deemed to have failed to operate in accordance with established policies if: a) it does not hold a meeting within the fiscal year; and/or b) it has failed to provide proper Affiliate representation to the Board; and /or c) it engages in activities contrary to the mission and goals of the ICSB. Any Regional Affiliate Council whose privilege has been revoked shall have the right to petition the Board of Directors for reinstatement at any Annual Meeting of ICSB.

**SECTION 5. Handbook:** There shall be a Regional Affiliate Council Handbook, developed and maintained by the Board of Directors. It provides information on how to form and maintain a Regional Affiliate Council.

## Article X

### ANNUAL CONFERENCE

**SECTION 1. World Conferences:** A World Conference of ICSB shall be held annually. The time, place and date of the World Conference shall be determined by the Board of Directors. The President shall cause to be sent a first call for the conference to ICSB membership not less than six months prior to the opening date and a second call not less than one month prior to the opening date. The World Conference is organized by one of the Affiliates, or other designated parties including the ICSB itself. However, the organizing body is responsible to the ICSB for ensuring that all aspects of the World Conference are competently managed. Rules and regulations to be applied by the conference organizer are laid down in the World Conference Guidelines.

## Article XI

### AMENDMENTS

**SECTION 1. By-Laws:** These By-Laws may be amended by a two-thirds vote of the regular members present at any Annual Meeting of ICSB, notice of such proposed changes having been sent in writing to the membership not less than ten (10) days and no more than ninety (90) days before such meeting and are subject to the provisions of Article III, Section 2 or by a two-thirds vote of the regular members voting by a sixty day mail ballot (received by mail, fax or email). Amendments may be proposed by the Board on its own initiative, or upon petition of any twenty-five (25) regular members addressed to the Board. All such proposed amendments shall be presented by the Board to the membership with or without recommendations.

## Article XII

## PARLIAMENTARY AUTHORITY

SECTION 1. **Rules** The rules contained in Roberts Rules of Order (revised) shall govern the ICSB in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

**Adopted** June 24, 1980, Asilomar, California, USA  
**Revised** June 17, 1986, Denver, Colorado, USA  
**Revised** June 10, 1990, Washington, , USA  
**Revised** June 20, 1992, Toronto, Canada  
**Revised** June 20, 1993, Las Vegas, NV, USA  
**Revised** June 29, 1994, Strasbourg, France  
**Revised** June 20, 1995, Sydney, Australia  
**Revised** June 10, 1998, Singapore  
**Revised** June 21, 1999, Naples, Italy  
**Revised** June 9, 2000, Brisbane, Australia  
**Revised** January 18, 2002, Reno, NV, USA  
**Revised** June 18, 2002, San Juan, Puerto Rico  
**Revised** June 15, 2003, Belfast, Northern Ireland  
**Revised** June 15, 2005, Washington, DC, USA  
**Revised** June 15, Turku, Finland  
**Revised** June 24, 2010, Cincinnati, OH, USA  
**Revised** June 20, 2013, Ponce, Puerto Rico

## ARTICLES OF INCORPORATION INTERNATIONAL COUNCIL FOR SMALL BUSINESS

### I.

The name of this corporation is INTERNATIONAL COUNCIL FOR SMALL BUSINESS.

### II.

The name of the existing unincorporated association now being incorporated by the filing of these articles is International Council for Small Business.

### III.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purpose of this corporation is to provide education and information exchange through research, publications, conferences and other instructional and training forums, for its members and others, aimed at improving the management skills and the understanding of small and medium size businesses and entrepreneurship throughout the world.

### IV

The name and address in the State of California of this corporation's initial agent for service of process is: Lillian B. Dreyer 212 San Marino Dr., San Rafael, CA 94901.

V

- A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954.
- B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).