



**BY-LAWS OF THE
INTERNATIONAL COUNCIL
FOR
SMALL BUSINESS**

Article I
GOALS AND PURPOSES

The International Council for Small Business (ICSB) is committed to a free exchange of ideas through education, research, publications, conferences and the demonstrated commitment and competence of its members for a better, worldwide, understanding of the smaller business enterprise and its management. The ICSB is specifically dedicated to:

1. Improving management knowledge, techniques and skills of small businesses throughout the world.
2. Developing an understanding of business situations throughout the world to promote the free exchange of expertise.
3. Coordinating and cooperating with the various governmental institutions dedicated to the improvement of small business wherever they may be in the world.
4. Publishing learned material to add to the knowledge and expertise of its membership and other interested persons.
5. Providing conferences wherein members and others can join together to teach and learn about the small business process.
6. Stimulating people, governments, institutions and private businesses to lead in the development, dissemination and implementation of sound business practices.
7. Advocating the formation and growth of small businesses as a mechanism for economic growth and development.

Article II

MEMBERSHIP

SECTION 1. **Qualifications:** Any individual or organization subscribing to the purposes and objectives 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. **Organizations:** Organizations including but not limited to universities, colleges, bureaus of business research, small business centers, government agencies, professional and trade associations and chambers of commerce subscribing to the purpose and objectives of ICSB and wishing to lend support to ICSB are eligible for organizational memberships. Each organizational member shall be permitted to designate **three** individuals who shall accrue privileges and benefits of individual membership. The designated members by the organization shall receive the regular publications of ICSB.
- d. **Contributing Members:** Business organizations, companies, firms and other organizations may become contributing members by an annual contribution to be determined by the Board of Directors. Each contributing member shall receive one set of the regular publications of ICSB, with no voting privileges.
- e. **Student members:** Student memberships are limited to full-time students of institutions of higher education.
- f. **Consulates and other domestically based non-citizens of embassies.**
- g. **DC Members:** Persons who are citizens of and reside within countries defined 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 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. DC membership is only available through the Affiliates; ICSB (International) cannot, accept such memberships.

SECTION 5. **Membership Dues and Fees**

- a. **Membership Fees:** The Affiliate shall pay 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:** Affiliates will agree 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 at 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, TRANSACTION OF MEMBERSHIP BUSINESS AND WORLD CONFERENCE

12/14/2007

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, or email. 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 nor 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.

SECTION 5. 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 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.

Article IV

BOARD OF DIRECTORS (hereinafter called "Board")

SECTION 1. Composition: The Board shall consist of Officers and Directors. The Officers are comprised of: the President; President-Elect; Immediate Past-President; and Senior Vice-Presidents. The Directors are comprised of: the President from each Affiliate; five (5) At-Large Directors; and the Wilford White/Past-Presidents Representative. The Executive Director shall serve as Secretary and ex-officio member. Past-Presidents, other than the one representative elected to the board, shall serve as ex-officio, non-voting members of the Board. The President will Chair the Board.

SECTION 2. Authority and Responsibility: The governing body of ICSB shall be the Board. The Board will serve as the long-range planning and policy-making authority of ICSB, responsible to the Membership and will serve as the management resource to the President in the implementation of ICSB policies. The Board shall hold the ultimate authority as well as responsibility for the affairs and policies of ICSB. 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 or email.

SECTION 4. Meetings: The Board shall meet during each fiscal year at such times and places as the President shall determine. 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 two annual Board meetings. Failure to do so, will be subject to removal from the Board except in special cases. Special meetings of the Board may be called by the Chairperson or at the request of any three (3) Board Members, by notice mailed, delivered, faxed, electronic mail, 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.

Article V OFFICERS AND DIRECTORS OF ICSB

SECTION 1. Elected Officers: There shall be six (6) elected Officers of ICSB: President-Elect; Senior Vice-President, Programs; Senior Vice-President, Research and Publications; Senior Vice-President, Membership & Affiliates; Senior Vice-President, Finance; and Senior Vice-President, Marketing.

SECTION 2. Elected Directors: There shall be a total of five (5) elected At-Large Directors, three (3) to be elected one year and two (2) the following year.

SECTION 3. Non-Elected Directors and Board Members:

- a. Each Affiliate will designate its President to represent it as a Director of the ICSB. Such Director shall be a member in good standing of the ICSB.
- b. The Wilford White Fellows and Past-Presidents will select one representative to serve as Director.
- c. A non-voting Executive Director shall be appointed by the Board.
- d. 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 appointed Officers and Directors of ICSB shall be members in good standing.

SECTION 5. Term of Office: 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-Presidents are elected to one-year terms.
- c. At-Large Directors are elected to two-year terms.
- d. The Wilford White/Past-Presidents Representative serves a two-year term.
- e. The term for all other elective and appointive offices shall be one year

SECTION 6. Reelection: All 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. Standing committees shall remain until abolished by the Board of Directors. The structure and terms of service for standing committee members shall be established at the time the Board of Directors establishes a standing committee.

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, Programs: The Senior Vice-President, Programs shall be a member of the Board and shall have the following areas of responsibility: (1) conferences and seminars; (2) World Conference site selection; (3) call for papers; (4) preparation of conference proceedings; (5) speakers' bureau; (6) enforcing the provisions of the *Planning Guidelines for World Conferences*; (7) negotiating the agreement between the ICSB and the host Affiliate of the World Conference; (8) acting as the liaison between the Board and the Program Chair of the World Conference; (9) ensuring that all aspects of the World Conference are competently managed; (10) overseeing the management of ICSB's International Exchange Program; (11) developing new program ideas to meet member needs and interests; and other such programs as assigned or approved by the President.

e. Senior Vice-President, Research and Publications: The Senior Vice-President, Research and Publications, shall be a member of the Board and shall have the following areas of responsibility: (1) Journal of Small Business Management; (2) ICSB *Bulletin*; (3) Small Business Information Sources; (4) Information Center; (5) special reports or publications; and such other functions as may be assigned or approved by the President.

f. Senior Vice-President, Membership & Affiliates: Senior Vice-President, Membership & Affiliates: The Senior Vice-President, Membership & Affiliates 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) facilitating an annual meeting of Affiliate Presidents at the World Conference to enable the exchange of information and experience; (5) acting as Ombudsperson for Affiliates at all meetings of the Board; (6) monitoring Affiliate responsibilities on behalf of ICSB and ensuring ICSB information needs are met as per the Affiliate Development Manual; 7) providing advice and assistance to affiliates on membership development and maintenance, and such other areas of development as may be assigned by the President.

g. 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).

h. The Senior Vice-President, Marketing: The Senior Vice-President, Marketing: The Senior Vice-President, Marketing shall be a member of the Board and shall have the following areas of responsibility: (1) developing public relations strategy aimed at creating awareness of the organization, its abilities and accomplishments; (2) 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; (3) providing liaison and interaction with other entrepreneurial and SME organizations; (4) promoting special-interest groups (SIGs) and networks for members; (5) developing relationships with non-

ICSB entities having common special interest; and (6) 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.

SECTION 2. **Directors**

- a. **Affiliate Presidents:** Affiliate Presidents shall represent the interests and concerns of their Affiliate and shall perform a liaison function between ICSB and the Affiliate and between the Affiliate and ICSB.
- 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 Board Members; (4) notifying all Board Members 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/Past-Presidents Representative:** The Wilford White Fellows/ Past-Presidents Representative to the Board shall be nominated and elected by the Wilford White Fellows and Past-Presidents to serve a two-year term.
- d. **At-Large Directors:** The At-Large Directors shall be assigned by the President, to serve in tandem with one of the SVPs, to achieve the responsibilities of that SVPs office, and shall serve on committees or projects as designated by the President or Board.

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) Affiliate Presidents; (e) the Wilford White and Past Presidents 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:

- a one page biography setting out their recent and relevant experience and qualifications that qualifies them for acting in that position on the Board; and,
- a 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. Write-in votes shall be permitted for all elective positions. 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. A majority vote of those members qualified to vote, and voting, shall elect the Officers and Directors for each position (including write-in candidates).

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

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 one of ICSB's elected Officers as a non-voting member of the major decision-making body of the Affiliate. This representative shall be the Senior Vice-President, Affiliates, or his/her alternate.

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.

Article IX
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 nor more than ninety (90) days before such meeting and 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 X

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

**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).