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European Implementation Collaborative – Bylaws

Revised version of 30/05/2018

ARTICLE I: NAME

The name of this association is the European Implementation Collaborative, hereafter referred to as the EIC.

ARTICLE II: PURPOSES

Section 1: Purposes

The purposes of the EIC are to work with individual country and regional implementation initiatives to make links and exchange learning about implementation science and practice within Europe and internationally. Specifically, it is to:

- Promote greater awareness and understanding of implementation science and practice within and across European welfare and human service systems
- Create an infrastructure for cross-European exchange of the 'know what', 'know why', and 'know how' of implementation practice and science
- Identify and develop a common Europe-specific knowledge base and language on implementation in order to define the specific contextual factors of the European human service delivery systems that encompass implementation work in European countries
- Link the individuals and groups working in this area in Europe back to the growing Global Implementation Initiative, recently formed in North America, and contribute a European perspective to the wider global development of the field.

Section 2: Non-Profit Character

The EIC is a not for profit association organized exclusively for charitable and educational purposes. No Board member, officer, agent or employee shall at any time receive or be entitled to receive any compensation or pecuniary profit from the operation and policies of the EIC or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered to the EIC in effecting one or more of its objectives or purposes, or as a direct or indirect beneficiary of its said non-profit purposes.

Section 3: Grants and Gifts

The EIC, through the Board of Directors, may accept gifts and grants of a general nature or for specific purposes; however, such acceptance shall be free of any restriction that would either limit the EIC in carrying out its functions and objectives or cause the EIC to lose its tax-exempt status.



ARTICLE III: MEMBERSHIP

Section 1: Eligibility

Any individuals interested in the purposes of the EIC shall be eligible for membership. Members are defined as those, who have completed an application form, received acknowledgment of membership from the EIC, and paid the currently stipulated membership dues.

Section 2: Application for Membership

An individual or organisation desiring to join this EIC may ask for consideration by making a written application to the duly authorized Board-appointed agent, including the appropriate fee. Should the duly authorized Board-appointed agent, for any reason reject an application for membership, that applicant shall have the right to appeal to the Board of Directors by means of a written statement. A duly authorized Board appointed agent is someone vetted and approved by the Board and given specific, limited, authority to act as an agent of the EIC for legal purposes.

Section 3: Resignation

Any member may resign by submitting a written resignation either at a meeting of the Board, or by mailing the resignation to the duly authorized Board-appointed agent. Such resignation shall be effective upon receipt.

Section 4: Rights.

All members shall have the right to vote for officers and on other official matters of the EIC defined in the Bylaws, to hold office if duly elected, and to be sent all notifications pertaining to the official business of the EIC and membership publications.

Section 5: Dues

The Board of Directors shall determine membership dues.

ARTICLE IV: ANNUAL GENERAL ASSEMBLY

Section 1: Schedule

At least one general assembly shall be held every second year - not later than September 30 of the second year counted from September 2014.

Section 2: Notice of Meetings

At least thirty (30) days in advance thereof the EIC shall notify each member of the general assembly.



Section 3: General assembly format

The business meeting activities shall include but are not limited to: A report of the status of the EIC, a financial report, any other reports deemed appropriate by the Board, and items of new business invited from the floor.

Section 4: Quorum

Those members present at the general assembly of the membership shall constitute the quorum.

Section 5: Voting

Each member present shall have one vote in the general assembly. Only advisory votes shall be permitted on any business raised at the meeting. Should any motion be made that would be binding in any way on the EIC, an advisory vote shall be taken, and the results forwarded to the Board of Directors for further action.

ARTICLE V: GOVERNANCE STRUCTURE

Section 1: Diversity

It is the policy of the EIC to actively seek diversity across the Board and all committees, task forces, other advisory groups, and individuals through attention to the following criteria:

- Gender balance, sexual orientation, and gender identity
- Ethnic/racial representation
- Disciplinary heterogeneity
- Practitioner/academic balance
- Geographic heterogeneity
- International representation
- Heterogeneity of areas of application

Section 2: Board of Directors.

The business of the EIC shall be governed by a 5-member Board of Directors, all of whom must be members in good standing. These 5 shall constitute the voting members of the Board, each having one vote. The Board constitutes itself, including a chairman of the board, a vice chairman and a treasurer.

Section 3: Vacancies

Vacancies in the Board of Directors caused by any reason shall be filled in immediately by separately elected replacement board members to be elected during the general assembly.

For a 5-member board, 2 replacement board members shall be elected. Replacement board members will participate in all board meetings as non-voting members.



Section 3: Governing Powers and Duties

The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the policies of the EIC and may perform all such acts and things as are not directed to be exercised and done by members by law, or by these Bylaws.

The duties of the Board of Directors shall include, but are not limited to:

- 1) Approving a budget for each year and authorizing expenditures falling outside of the pre-approved budget and in excess of the discretionary level of spending as stated in EIC policies.
- 2) Establishing and overseeing the policies that guide the EIC.
- 3) Establishing ongoing monitoring and evaluation that helps the Board shape policy and fulfill its responsibility for (i) monitoring the EIC's performance, (ii) monitoring the effectiveness and reasonable progress toward the EIC's goals, and (iii) ensuring the effectiveness of its governance.
- 4) Engaging with EIC members in establishing, refining, and evaluating the policies that guide the EIC.
- 5) Authorizing any matters to be submitted to a vote of the general membership of the EIC including election of Board members.
- 6) Authorizing the formation or affiliation of any subsidiary organisations not in conflict with the Bylaws, and considered to be appropriate to the policies, operation, and purpose of the EIC. The development of policies that guide the formation and operation of such groups, including Topical Interest Groups, shall be the responsibility of the Board of Directors. Topical Interest Groups are comprised of EIC members only and are not open to non-members. Local Affiliates are organisations that are interested in being associated with EIC for the mutual benefit of their memberships. Local Affiliates are separate entities from EIC. Local Affiliates elect separate officers, operate under their own Bylaws, maintain their own financial records, and, if tax exempt, have separate non-profit status. The EIC exercises no control over decisions made by Local Affiliates and takes no responsibility for their actions. Groups must apply to, and have their application approved by, the EIC Board of Directors to be designated as an EIC Local Affiliate.

Section 4: Election, Appointment and Terms of Office

Terms of office shall begin with the general assembly, ending two years later with the next general assembly. All elected Board members shall serve two-year terms. A board member may be re-elected once after having served as a board member for one term. The procedure for election and appointment of Board members shall be as set forth in Article VI, Section 2.

Section 5: Removal of Board Members

A motion to remove any Board member for cause must be circulated to all Board members in writing thirty days prior to a vote on removal. During this thirty-day period, the Board member in question has the right to respond in writing to the removal motion. A confidential ballot vote of eligible voting Board members shall then be taken. The Board member in question does not vote on his or her own removal. The votes of two-thirds of eligible voting Board members are necessary to remove the member in question. Upon removal of a Board member, the position will be filled in accordance with vacancy provisions as stated in Article V, Section 3.



Section 6: Compensation

Compensation shall not be paid to Board members for their services in their capacity as Board members, nor pursuant to any other contractual arrangements except for reasonable compensation for services actually rendered to the EIC in effecting one or more of its objectives or purposes, or as a direct or indirect beneficiary of its said non-profit purposes. However, Board members may be reimbursed for actual expenses incurred by them in the performance of their duties, within the limits of the reimbursement policies set by the Board.

Section 7: Regular Meeting

The Board of Directors shall meet at least four times each year. At least one of these meetings will be held as face-to-face meeting. Other meetings may be held by phone and/or Internet.

Section 8: Special Meetings

Special meetings of the Board of Directors may be called by the Chairman of the Board or by at least two other Board members, on at least two weeks' notice, if practical, to each Board member stating the time, place, and purpose of the meeting.

Section 9: Quorum

At all meetings of the Board of Directors, two-thirds of the voting members shall constitute a quorum for the transaction of business. Electronic / virtual participation in meetings is seen as full participation. Except in instances where these Bylaws or preceding law dictate otherwise, the acts of the majority of the Board members present at a meeting at which the quorum is present shall be the acts of the Board.

Section 10: Parliamentary Procedure

Meetings of the Board and the membership will normally be conducted using informal, but businesslike procedures. At any time, a procedural conflict arises, the provisions of the most recent edition of Robert's Rules of Order shall be used to resolve the conflict.

Section 11: Written EIC Policies

Goals, Executive Limitations, Delegation, and Governance Policies shall be maintained, publicly available and cover all matters not covered in these Bylaws. Substantive changes to the policies shall be approved by a vote of the Board.

ARTICLE VI: OFFICERS

Section 1: Designations and Qualifications

The principal officers of the EIC shall be the Chairman of the Board and the Treasurer. All officers must be members of the EIC.



Section 2: Election and Terms of Office.

- 1) Every 2 years, the Board shall secure nominations for candidates for the expiring elected-board members of the EIC and shall submit the slate of candidates to the membership for vote by mail or electronic ballot. At least thirty days prior to the general assembly, the Board shall submit to the membership a complete ballot for the election of new Board members.
- 2) The membership will be instructed to return the ballot to the Chairman of the Board no later than the date specified on the ballot. The Board of Directors shall in turn be responsible for verifying the ballots, protecting the security of the ballots, obtaining the independent corroboration of the ballot counts and reporting the results to the membership.
- 3) The five candidates receiving the largest number of votes shall be considered elected as new board members.
- 4) The term of office for all elected Board members shall be two (2) years.

Section 3: Chairman of the Board

The Chairman of the Board shall be the chief executive officer of the EIC and shall preside at all business meetings, have general responsibility for the conduct of the affairs of the EIC. The Chairman of the Board shall have all the general powers and duties that are usually vested in the office of the president of a corporation, including the power to appoint Board committees, task forces, and other advisory groups and individuals from time to time, as he or she may deem appropriate to assist in the conduct of the affairs of the EIC to the extent that such groups and individuals committees may be accounted for within the existing annual budget. Board committees, task forces, and other advisory groups or individuals requiring additional expenditure of EIC funds are subject to approval via a vote of the Board.

Section 4: Vice-chairman of the Board

In the absence, or disability, of the Chairman of the Board, the Vice-chairman of the Board will perform the duties and exercise the powers of the Chairman of the Board.

Section 5: Treasurer

The Treasurer monitors adherence to the financial policies of the EIC and alerts the Board to deviations from policies. Working with the Chairman of the Board, the Treasurer shall provide direct oversight to the Board of Directors and provide administrative support to the Board, Board committees, task forces, advisory groups and individuals of the EIC.

ARTICLE VII: FISCAL MANAGEMENT

Section 1: Fiscal Year

Unless otherwise specified, the fiscal year of the EIC shall begin on January 1.

Section 2: Books and Accounts

Books and accounts of the EIC shall be kept under the direction of the Treasurer with copies held by the Chairman of the Board of the EIC.



Section 3: Execution of EIC Documents

Within the parameters of Board-established policies, all notes and contracts shall be executed on behalf of the EIC by either the Chairman of the Board, the Vice-chairman of the Board or the Treasurer.

Section 4: Financial Signatories

For all bank accounts established for the EIC, there must be at least two signatories, the Treasurer and the Chairman of the Board.

ARTICLE VIII: BOARD COMMITTEES, AND OTHER MEMBER INVOLVEMENT

Section 1: Member Involvement on Key EIC Issues

Through its policies, the Board will identify and describe the mechanisms through which members will provide input and guidance on key issues of the EIC. The mechanisms may include, but not be limited to, committees, task forces, other advisory groups and individuals. In particular, the policies shall include explicit attention to having volunteer member engagement in different areas of importance to the EIC.

ARTICLE IX: TOPICAL INTEREST GROUPS

Section 1: Formation

Groups of members with similar interests may petition the Board to form a Topical Interest Group.

Section 2: Leadership and elections

Each Topical Interest Group must elect a Chair (or co-chairs) and a Program Chair (or Program Co-chairs). The same person may serve in both positions. The leaders must be elected for a term of no more than three years, renewable.

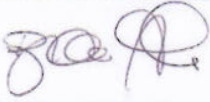
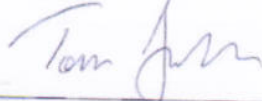

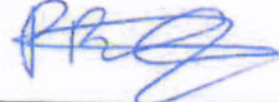



ARTICLE X: AMENDMENTS

These Bylaws may be amended upon written affirmation of two-thirds (2/3) of the members voting on the proposed change.

Amendments may be proposed by the Board of Directors or by petition to the Board of Directors by members of the EIC numbering fifteen percent (15%) of the members included in the most recent official membership count taken prior to the general assembly of each year and they shall be submitted to the entire membership for vote no later than the next general assembly.

Such amendments, following affirmation, shall become effective immediately after the general assembly.

These bylaws were approved by the EIC board on May 30, 2018.

	
Bianca Albers (Chair)	Tom Jefford (Treasurer)
	
Katie Burke (Board Member)	Pauline Goense (Board Member)
	
Dagfinn M. Thøgersen (Board Member)	Cecilie Varsi (Board Member)
	
Alexandra Ziemann (Board Member)	