

BYLAWS



**INTERNATIONAL SOCIETY FOR AUGMENTATIVE AND
ALTERNATIVE COMMUNICATION (ISAAC)**

Version 3.2

Adopted on 20 July 2014

The Bylaws

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Bylaws of the International Society for Augmentative and Alternative Communication (to be known as the “Bylaws”)

A: ORGANIZATION

1. Name, purpose and general structure

- 1.1 The legal name of the organization shall be the International Society for Augmentative and Alternative Communication, also known as ISAAC.
- 1.2 ISAAC is a Not-for-Profit Organization, incorporated in the State of Ohio, USA, registered as tax-exempt under US Internal Revenue Code 501 (c)(3); and operating a central Executive Secretariat in Toronto, Canada.
- 1.3 ISAAC is a charity incorporated in Canada and is designated as a charitable organization.
- 1.4 ISAAC’s registered office is in Toronto, Canada. Due to the location of the office some of the specific detail within the Bylaws may relate to Canadian law.
- 1.5 The purpose of ISAAC is to promote the rights of people throughout the world with various speech disabilities who use or could benefit from, augmentative and alternative communication (AAC).

Augmentative and Alternative Communication (AAC) refers to methods of expression that help people who find it hard to communicate by speech. AAC helps individuals to communicate more easily with others - to say what they want and to understand what is said.

AAC includes many different methods. Some AAC systems like signing and gesture do not need any extra items of equipment and are called ‘unaided AAC systems’. Aided AAC systems use equipment or resources. For example, low tech aided systems use picture charts and books and may include symbols or text. High tech aided solutions make use of electronic equipment including speech generating devices, computers and other mainstream technology such as smartphones or small touchscreen mobile computer devices. High tech systems often include communication programmes and alternative access solutions such as switches, buttons and touch screens. In order for people who need AAC to effectively access

aided AAC systems, they may also need individually adapted mounting systems.

ISAAC aims to raise awareness of basic human rights people with speech disabilities deserve to have as active members of society and any need for assessment, treatment, rehabilitation, training, education and ongoing support through:

- a) Education of ISAAC's members and the wider public regarding the rights of people, of all ages, with complex communication needs throughout the world by the global exchange of information related to AAC. This includes the publication of research, training, and evidence-based practice.
- b) Promotion as an inclusive organization where people who use AAC are given equal opportunity to develop and hold leadership positions, including providing guidance, training, and on-going support.
- c) Advancing the trans-disciplinary field of AAC to support building knowledge and expertise among local AAC support teams.

1.6 ISAAC consists of its Members around the world, its Chapters, the Secretariat, the Council, and Executive Board.

2. Powers

ISAAC has the following powers, which may be exercised only in promoting the objectives outlined in Section 1.3

- 2.1 To promote and carry out research.
- 2.2 To provide advice.
- 2.3 To publish and distribute information by any means appropriate.
- 2.4 To co-operate with other bodies.
- 2.5 To support, administer or set up other charitable organizations.
- 2.6 To raise funds (but not by means of taxable trading).

- 2.7 To borrow money and give security of loans (but only in accordance with the restrictions imposed by Canadian law).
- 2.8 To acquire and hire property of any kind.
- 2.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by Canadian law).
- 2.10 To make grants or loans of money and to give guarantees.
- 2.11 To set aside funds for special purposes or as reserves against future expenditure.
- 2.12 To deposit or invest funds in any appropriate manner (but to invest only after obtaining such advice from a financial expert approved by the Executive Board with regard to the suitability of investments and the need for diversification).
- 2.13 To delegate the management of investments to a financial expert, but only on terms that:
 - 2.13.1 The investment policy is set down in writing for the financial expert by the Executive Board;
 - 2.13.2 Every transaction is reported promptly to the Executive Board;
 - 2.13.3 The performance of the investments is reviewed regularly with the Executive Board;
 - 2.13.4 The Executive Board is entitled to cancel the delegation arrangement at any time;
 - 2.13.5 The investment policy and the delegation arrangement are reviewed at least once a year;
 - 2.13.6 All payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Executive Board on receipt; and

- 2.13.7 The financial expert must not do anything outside the powers of the Executive Board.
- 2.14 To insure the property of ISAAC against any foreseeable risk and take out other insurance policies to protect ISAAC when required.
- 2.15 To pay for indemnity insurance for the Executive Board.
- 2.16 Subject to Sections 12.4 and 13, to employ paid or unpaid agents, staff or advisers.
- 2.17 To enter into contracts to provide services to or on behalf of other bodies.

3. Benefits to Members and the Executive Board

- 3.1 The property and funds of ISAAC must only be used for promoting its purpose as outlined in Section 1.5, these do not belong to members or the Executive Board, but:
- 3.1.1 Members who are not on the Executive Board may be employed by or enter into contracts with ISAAC and receive reasonable payment for goods or services supplied.
- 3.1.2 Members, including Executive Board members, may be paid interest at a reasonable rate on money lent to ISAAC.
- 3.1.3 Members, including Executive Board members, may be paid a reasonable rent or hiring fee for property or equipment let or hired to ISAAC.
- 3.1.4 Individual members, including Executive Board Members, who are also beneficiaries of ISAAC, may receive charitable benefits in that capacity.
- 3.2 An Executive Board Member must not receive any payment of money or other material benefit, whether directly or indirectly, from ISAAC except:
- 3.2.1 As mentioned in Sections 2.17 (indemnity insurance), 3.1.2 (interest), 3.1.3 (rent/hiring fee), 3.1.4 (charitable benefits).

- 3.2.2 Reimbursement of out-of-pocket expenses actually incurred in the administration of ISAAC and in line with the published policy for travel and subsistence.
- 3.2.3 An indemnity in respect of any liabilities properly incurred in running ISAAC (including the costs of a successful defence to criminal proceedings).
- 3.3 An Executive Board Member may not be an employee of ISAAC.
- 3.4 Whenever an Executive Board Member has declared a conflict of interest in a matter to be discussed at an Executive Board Meeting, Committee Meeting or a Council Meeting, he or she must:
 - 3.4.1 On election, and at each subsequent re-election, sign a standard declaration of interest form published in the ISAAC Governance Handbook (Additional Information 03).
 - 3.4.2 Declare any conflict of interest before the meeting, or at the meeting before discussion begins on that matter.
 - 3.4.3 Be absent from the meeting for that item unless expressly invited to remain in order to provide information.
 - 3.4.4 Not be counted in the quorum for that part of the meeting; and
 - 3.4.5 Be absent during the vote and have no vote on the matter.
 - 3.4.6 This clause cannot be amended without approval by the Council and having written consent of the relevant Canadian bodies that regulate charities.

4 Indemnity

- 4.1 Every member of ISAAC's Executive Board, Council, or other person who has undertaken or is about to undertake any liability on behalf of ISAAC shall, from time to time and at all times, be indemnified and saved harmless out of the funds of ISAAC, from and against:
 - 4.1.1 All costs, charges and expenses which such Executive Board member, Council member, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of

thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his/her office or in respect of any such liability; and

- 4.1.2 All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

5. Dissolution

- 5.1 ISAAC may be dissolved by two-thirds (2/3) vote of the Council, followed by a three-quarters (3/4) vote by the Executive Board. Such dissolution shall become effective only after notice of such action has been published in at least one Official Publication, as defined in the ISAAC Governance Handbook (Additional Information: 01 Official Publications), and e-mailed to Members, and a majority of the Members do not object in writing at least one hundred and twenty (120) days following delivery of the notice to dissolve.
- 5.2 If ISAAC is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
 - 5.2.1 By transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the objective/purpose of ISAAC.
 - 5.2.2 Directly for the objectives or for charitable purposes which are within or similar to the objectives or purposes of ISAAC.
 - 5.1.3 In such other manner consistent with charitable status as Canadian law allows and officially approved in writing in advance.
- 5.3 A final report and statement of account must be sent to the relevant Canadian bodies.

6 Interpretation

- 6.3 Words and expressions defined in these Bylaws have the same meanings in the associated documents used for governance of ISAAC.

6.4 References to Canadian Law are references to any relevant Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

B: Operations of ISAAC

7. Membership and Fees

7.1 ISAAC must maintain a register of members.

7.2 Membership is open to any individual, group, or society interested in promoting the purposes of ISAAC who:

7.2.1 Apply to ISAAC in the form required by the Secretariat or associated Chapter.

7.2.2 Consents to become a Member in writing either personally or (in the case of an organization) through an authorized representative.

7.3 The Executive Board may in consultation with the Council establish different classifications of membership, prescribe their privileges and duties, and set the amounts of any membership fee(s).

7.4 ISAAC Chapter members are automatically members of ISAAC. ISAAC fully supports individuals being members of their national/regional Chapter. ISAAC encourages Chapters to provide membership incentives. Members may alternatively be non-Chapter ISAAC members.

7.5 ISAAC levies a capitation fee on individual members who are not within a Chapter.

7.6 ISAAC Membership fees will increase every four years in accordance to eighty percent (80%) of the Global Price Index (GPI), at a rate not to exceed a five percent (5%) of the current fee per each increase. This membership fee increase structure will go into effect for ten (10) years from the date it is officially approved by the ISAAC Council, upon which time the ISAAC Council will review the status of such membership fee increase structure.

7.7 Only Members who are 18 years of age or over may be a candidate for election to the Council.

7.8 Membership may be terminated if the member:

- 7.8.1 Gives written notice of resignation to their local contact for ISAAC or to the Secretariat.
 - 7.8.2 Dies,
 - 7.8.3 If ISAAC ceases to exist.
 - 7.8.3 Is in default of payment of dues more than ninety days (90) following annual notification of renewal, although on receipt of payment their membership will be reinstated.
 - 7.8.4 Is removed by resolution of the Executive Board on the grounds that such continued membership is prejudicial to ISAAC and the removal is done in accordance with the published ISAAC Governance Handbook (Procedure 01: Operation of The Executive Board).
- 7.9 Membership of ISAAC is not transferrable.

8. Membership meetings

8.1 Biennial Membership Meeting

- 8.1.1 Members are entitled to attend general meetings either personally, or in the case of member organizations as an authorized representative.
- 8.1.2 A proxy may be nominated if the member is unable to attend.
- 8.1.3 The Biennial (General) Meeting of the Members takes place at each Biennial Conference for the purpose of receiving, discussing and making recommendations upon reports from the Executive Board.
- 8.1.4 The Biennial Membership Meeting, like the Biennial Conference at which it is held, shall not be held in any one (1) country more often than once every four (4) years.
- 8.1.5 The Chair of the Council, or designate, shall e-mail each member written notice of the time and place of the Biennial Membership Meeting at least forty-five (45) days in advance of such meeting. At least one Official Publication (as defined in the ISAAC Governance Handbook (Additional Information 01: Official Publications) shall publish the notice prominently.

8.2 **Special Membership Meeting**

A special meeting of the Members may be called at any time by the President, the Chair of the Council, or by the Council, provided the motion has the support of a majority of the Council and the Procedures laid out in the ISAAC Governance Handbook (Procedure 18: Membership).

8.2.1 The Chair of the Council, President, or designate shall e-mail to each member the time, place and purpose of the special meeting at least forty-five (45) days in advance of such meeting. At least one Official Publication (as defined in the ISAAC Governance Handbook (Additional Information 01: Official Publications) shall publish the notice prominently.

8.2.2 Only business that has been mentioned in the notice shall be conducted at a Special Membership Meeting.

8.3 A quorum for conducting official business at the Biennial Membership Meeting (Section 8.1) and Special Membership Meeting (Section 8.2) shall consist of all Members present at any duly authorized meeting with a minimum of two (2) Members including any proxy.

9 **Chapters and Members without Chapters**

9.1 The criteria and procedures for being recognized as a Chapter shall be established by the Executive Board.

9.2 These criteria and procedures, which may be changed from time to time, shall be announced in an Official Publication, as defined in the ISAAC Governance Handbook (Additional information 01: Official Publications).

9.3 Membership to ISAAC is open to all individuals. In that regard, individuals whose residence is not located within an established Chapter are still considered members upon registration with ISAAC.

10 **THE COUNCIL**

10.1 Each Chapter and Non-Chapter group recognized by the Executive Board is represented on the Council. The criteria for representation, and numbers of representatives, is described in the ISAAC Governance Handbook (Procedure 02: Operation of the Council).

10.2 The Council is comprised of voting and non-voting members:

10.2.1 Voting Members of the Council:

10.2.1.1 Chapter President, automatically appointed as the representative of their Chapter;

10.2.1.2 One representative from each Chapter, elected by the members of that Chapter;

10.2.1.3 One representative from each non-Chapter region, linguistic or cultural group recognized by ISAAC, elected by the Members in that region, country, linguistic or cultural group;

10.2.1.4 One representative from each large geographic region not otherwise represented;

10.2.1.5 The duly recognized representatives of member groups and/or member organizations that have successfully petitioned the Executive Board, or have otherwise been appointed by the Executive Board, to become voting members of the Council. The criteria for these are set out in the ISAAC Governance Handbook (Procedure 02: Operation of the Council).

10.2.2 Non-Voting Members of the Council:

10.2.2.1 The Chair of the Council and the Chair-Elect of the Council

10.2.2.2 Ex-officio Members of the Council, criteria for these are set out in the ISAAC Governance Handbook (Procedure 02: Operation of the Council);

10.2.2.3 The duly recognized representatives of member groups and/or member organizations that have successfully petitioned the Executive Board, or have otherwise been appointed by the Executive Board, to become non-voting members of the Council. The criteria for these are set out in the ISAAC Governance Handbook (Procedure 02: Operation of the Council); and

10.2.2.4 The Editor(s) of The AAC Journal

10.3 The Terms of Office for each appointment are set out in the ISAAC Governance Handbook (Procedure 02: Operation of the Council)

- 10.3.1 Presidents of Chapters and Non-Chapter groups remain members of the Council in line with their local appointment.
- 10.3.2 Members of the Council, who are not presidents, are appointed by their Chapter or Non-Chapter region membership for either a recommended two (2) year term, or in line with their own Chapter's governance on appointments. A member of the Council who has completed his/her term of office can be re-elected after a one (1) term absence of two (2) years.
- 10.3.3 In the event a Council Member resigns during their term of office an alternative appointment can be made by the associated Chapter or Non-Chapter region membership and the new appointee will complete the remaining term of office of the resigning member.
- 10.3.4 In the event a Chapter or Non-Chapter group is unable to make an alternative appointment then the Executive Board may appoint a member who shall serve only until the next Chapter or Non-Chapter group election.

10.4 The Chair of Council

- 10.4.1 At each Biennial Meeting of the Council, the Chair of the Council shall be elected by the voting members of the Council for a two (2) year term following the documented procedures for nominations.
- 10.4.2 The Chair of the Council may not serve for more than two consecutive terms, and must be a current or past member of the Council.
- 10.4.3 The Chair of the Council is an ex-officio (non-voting) member of the Council.
- 10.4.4 The Chair of the Council will have the following responsibilities:
 - 10.4.4.1.1 To liaise between the Council and Executive Board, ensuring the Council is consulted in all policy and procedural changes and ensuring that there is a continuous flow of two-way communication of information between the Council and Executive Board;

10.4.4.1.2 To represent the views of the Council on the Executive Board, voting on all matters in line with the mandate given by the Council;

10.4.4.1.3 To be an active member of the Finance Committee and Nominations Committee (except for their own nomination);

10.4.4.1.4 To chair the Biennial Conference Meeting of the Council; and

10.4.4.1.5 Any other duties laid out in the ISAAC Governance Handbook.

10.5 The Chair-Elect of the Council must be a Member and a current or past member of the Council. Nominations will be sought in line with the published procedures.

10.6 A member of the Council cannot also be a member of the Executive Board.

10.7 If a member of the Council is elected as an interim member of the Executive Board, he or she must immediately resign his or her position on the Council.

10.8 A quorum for conducting official business of the Council shall consist of all Council Members present at any duly authorized meeting with a minimum of one-quarter ($\frac{1}{4}$) of Council Members.

10.9 The Council shall have the following duties:

10.9.1 To actively support activities and policies of ISAAC;

10.9.2 To act as a critical support to the Executive Board by developing an understanding of ISAAC finances and provide prompt feedback to the Executive Board where and when required;

10.9.3 To nominate members of the Executive Board through the Nominations Committee;

10.9.4 To be familiar with ISAAC's mission, goals, and activities and represent them to members and to the public in a positive manner;

10.9.5 To undertake specific tasks on behalf of ISAAC as detailed in the ISAAC Governance Handbook;

- 10.9.6 To participate in task forces and/or committees specified in the ISAAC Governance Handbook especially being members of the main policy groups;
- 10.9.7 To represent the views, opinions, suggestions and ideas of the members they represent on Council;
- 10.9.8 To carry out tasks and duties agreed in the ISAAC procedures for Council Members; and
- 10.9.9 To participate in developing or amending the Bylaws, as outlined in the ISAAC Governance Handbook (Procedure 01: Operation of the Executive Board and Procedure 02: Operation of the Council).

11 COUNCIL MEETINGS

- 11.1 The Council shall hold at least one (1) official meeting every two (2) years, to be chaired by the Chair of the Council.
- 11.2 The meeting is open to all members of the Council as follows:
 - 11.2.1 Both the outgoing and incoming Council Members are invited to attend the Biennial Council meeting.
 - 11.2.2 Where both outgoing and incoming Council Members attend the meeting there is only one (1) vote available per voting member position (eg the outgoing and the incoming Council Members share one vote).
- 11.3 Any ISAAC Member may attend general meetings of the Council as observers. Requests to attend must be made in writing at least thirty (30) days before any published meeting date to ensure access requirements/space is available.
- 11.4 Notice of all meetings of the Council shall be e-mailed to each member of the Council at least forty-five (45) days in advance of such meeting. At least one Official Publication, as defined in the Procedure Manual Documentation, shall publish the notice prominently.

11.5 A special meeting of the Council may be called at any time by the Chair of the Council or the President of the Executive Board, or by a petition of three-quarters (3/4) of the members of the Council.

11.5.1 The Chair of the Council or designate shall e-mail to each member of the Council written notice of the time, place, and purpose of the special meeting at least forty-five (45) days in advance.

11.5.2 Only business which has been mentioned in the notice shall be conducted at a Special Council Meeting.

12 THE EXECUTIVE BOARD

12.1 The Executive Board of ISAAC shall consist of:

12.1.1 The President,

12.1.2 President-Elect,

12.1.3 Chair of the Council,

12.1.4 Vice-President Leadership Chair for People who use AAC,

12.1.5 Up to three (3) Vice-Presidents without portfolio, and

12.1.6 The Executive Director of ISAAC, or if this position is vacant a senior member of ISAAC nominated by the members (Ex-officio non-voting member).

12.2 The members of the Executive Board shall constitute the Officers of ISAAC.

12.3 The Officers shall reside in a minimum of three countries, but every effort shall be made to identify Officers that are each from a different country and a different professional or other background, and shall reflect the multi-cultural, trans-disciplinary nature of ISAAC as well as the financial, research, publishing and development skill sets needed to lead the organization.

12.4 Nominations to the Executive Board will be conducted by the Nominations Committee in line with published procedures.

12.5 The Executive Board shall be elected by the members of the Council at the Biennial Council meeting.

- 12.6 Any unscheduled vacancy on the Executive Board may be filled by appointment made by the Executive Board after recommendations by the Nominations Committee. The newly appointed Executive Board member shall complete the remaining term within the appointed position, unless a special motion is passed by the Council due to extraordinary circumstances.
- 12.7 All Officers must be individual Members of ISAAC.
- 12.8 All Officers are voting members of the Executive Board.
- 12.9 If an organizational member of the Council is elected to the Executive Board they will become an ex-officio member of the Executive Board with no voting rights.
- 12.10 The term of office for Executive Board Officers shall be as follows:
- 12.10.1 No Officer may hold the same elected office for more than two (2) successive terms; and
 - 12.10.2 Each Officer shall take office sixty (60) days following the Biennial Meeting of the Council.
- 12.11 A member of the Executive Board's term of office automatically terminates if he/she:
- 12.11.1 Is legally disqualified, in either Canada or their home nation, from holding public office;
 - 12.11.2 Is incapable of managing their own affairs;
 - 12.11.3 Is absent without notice from fifty percent (50%) or more of the Executive Board meetings in the space of one year and is asked by a majority of the other Officers to resign;
 - 12.11.4 Ceases to be a member (but can be reinstated by unanimous resolution of the other Officers before the next ISAAC Membership Meeting); or
 - 12.11.5 Resigns by written notice to the President of the Executive Board and the Secretariat.

- 12.12 The Executive Board may from time to time decide to co-opt up to a maximum at any time of two special advisors to the Board, these are ex-officio, non-voting posts.
- 12.12.1 Any special advisor can only be appointed in accordance with the ISAAC Governance Handbook (Procedure 01: Operation of the Executive Board).
- 12.12.2 The term of appointment must be time limited and cease at the time of the next Biennial Conference.
- 12.13 The President-Elect shall succeed the President sixty (60) days following the Biennial Meeting of the Council.
- 12.14 The roles of the President and President-Elect are set out in the ISAAC Governance Handbook (Procedure 01: Operation of the Executive Board).
- 12.15 The role of the Executive Director of the Secretariat is set out in the ISAAC Governance Handbook (Procedure 01: Operation of the Executive Board).
- 12.16 The President or the Executive Director shall act as liaison between ISAAC and the United Nations, and shall report on activities of ISAAC in the manner and frequency required by the United Nations in order to retain ISAAC's status as a Non-Governmental Society in Special Consultative Status with the Economic and Social Council of the United Nations.
- 12.17 The Vice-Presidents without Portfolio shall perform such general or specific tasks as the Executive Board or the Council may designate as outlined in the ISAAC Governance Handbook (Procedure 01: Operation of the Executive Board).
- 12.18 The Vice-President Leadership Chair for People who use AAC will focus specifically on ensuring the inclusion, promotion and support of people who use AAC and their families.
- 12.19 The Executive Board shall assume responsibility for the following:
- 12.19.1 The legal and financial compliance of ISAAC. This includes evaluating risk and having appropriate procedures detailed in the ISAAC Governance Handbook to address areas of potential concern.

- 12.19.2 Establishing the policy and direction of ISAAC as detailed in the ISAAC Governance Handbook.
 - 12.19.3 Establishing and approving the Biennial Budget in consultation with the Finance Committee and Secretariat.
 - 12.19.4 Working within and carrying out all the duties detailed under Section 2.
 - 12.19.5 Ensuring that the Bylaws and associated Procedures Manual Documents are kept current and relevant to ISAAC.
 - 12.19.6 Appointing, employing, dismissing or firing employees of ISAAC in line with Canadian law and published procedures; and
 - 12.19.7 Appointing members to Committees, and following consultation with the Council, appointing chairpersons on Committees, in line with published ISAAC Governance Handbook (various Terms of Reference and Procedures).
 - 12.19.8 The overall responsibility for organizing the Biennial Conference in line with published ISAAC Governance Handbook (Terms of Reference 02: The Conference Committee, Terms of Reference 12: The Biennial Research Symposium and Procedure 16; Conference Organization Roles and Responsibilities) .
 - 12.19.9 Providing an annual written report to Council members in line with the ISAAC Governance Handbook (Procedure 01: Operation of the Executive Board).
- 12.20 The Executive Board will meet using electronic online communication regularly with the frequency of meetings suggested by the President and agreed by the Executive Board. The Executive Board will have a face to face meeting at least once in every calendar year. The modes of electronic communication for the Executive Board meetings are defined in the ISAAC Governance Handbook (Procedure 01: The Operation of the Executive Board).
- 12.20.1 The President or designate shall e-mail to each member of the Executive Board written notice of the time, place and purpose of each meeting at least thirty (30) days in advance of such meeting.

12.20.2 All business which the Executive Board is otherwise authorized to conduct may be transacted at any of its meetings.

12.20.3 The quorum for Executive Board meetings is two thirds of its members, a minimum of four (4) attendees.

12.20.4 For any motion to be passed a minimum of four (4) members of the Executive Board must vote in favor, or

12.20.5 Votes of items of a financial nature, governance and long term planning must be subject to an two-thirds (2/3) vote, these are specifically detailed in the ISAAC Governance Handbook.

13 SECRETARIAT

The role of the Secretariat is to support the work of ISAAC. The Secretariat may be composed of a range of staff positions which will be reviewed to ensure it remains fit for purpose on a regular basis.

13.1 Duties and responsibilities of the Secretariat are detailed in the ISAAC Governance Handbook.

13.2 The Secretariat, through its senior Lead, reports in the first instance to the President of the Executive Board or designate.

13.3 The Secretariat shall have a Board of Directors who are the ISAAC Executive Board. For greater certainty, all staffing decisions in relation to the Secretariat will be made by the Executive Board.

13.4 In the event the Executive Board considers relocating the Secretariat outside of Canada, appropriate legal and financial advice will be sought by the Executive Board to ensure that ISAAC continues to meet all its legal and financial compliance obligations both in the winding up of ISAAC and its Canadian resources and in establishing new resources in a new location.

14 STANDING COMMITTEES AND WORKING GROUPS

14.1 All Standing Committees and Working Groups will have a Terms of Reference that is approved by the Executive Board.

- 14.2 The Terms of Reference will specify the make up, role and authority of each Standing Committee and Working Group.
- 14.3 The Executive Board may amend as required the Terms of Reference for any Standing Committee or Working Group. Any amendments made will be published in at least one Official Publication as defined in the ISAAC Governance Handbook (Additional Information 01: Official Publications).
- 14.4 The Standing Committees are: The Biennial Conference Committee, The Biennial Research Symposium Committee, The Development AAC Committee (BUILD), The Finance Committee, The Leadership Committee for People who use AAC (LEAD), The Nominations Committee, The Publications Committee, The Research Committee, The Translations Committee.
- 14.5 Working Groups may be established from time to time to carry out a time-limited activity for a purpose specified by the Executive Board.

15 GENERAL

- 15.1 Any meeting may adopt all appropriate means of communication including the use of electronic telecommunication such as telephone, teleconferencing, e-mail, instant messaging, online video-conferencing, and so on, as outlined in the ISAAC Governance Handbook (Additional Information 02: Electronic Communication).
- 15.2 ISAAC may adopt any form of appropriate communication with its members and other interested parties that delivers the ISAAC objectives, outlined in 1.5, providing the output is consistent with ISAAC's policies outlined in the ISAAC Governance Handbook. This includes social media by Internet and print (e.g., instant messaging, public broadcasts, social media, social networking via website hosts, blogs).
- 15.3 ISAAC may publish electronically and in print materials that support its objectives, outlined in 1.5, providing the output is consistent with ISAAC's policies outlined in the ISAAC Governance Handbook (Procedures: Various).
- 15.4 All notices and other communications required by these Bylaws to be sent to the Members, by the Council, Secretariat or Executive Board, shall be sent

to each of the Members' e-mail address of record. Postal delivery of notices and communications shall be considered if a Member places a request in writing to Council, Secretariat or Executive Board, as appropriate.

- 15.5 Unless otherwise specified in these Bylaws, all notices and other communications pursuant to these Bylaws that are required to be sent by Members to the Council, Secretariat or Executive Board shall be made in writing and delivered by e-mail, hand, facsimile or sent by registered mail to the local Chapter or Non-Chapter address or any of the addresses of the current Secretariat Office of the ISAAC.
- 15.6 The fiscal year of ISAAC shall be the calendar year.
- 15.7 The ISAAC Governance Handbook underpins these Bylaws. Changes and amendments to the ISAAC Governance Handbook can only be made at a Special Meeting of the Executive Board with a two-thirds (2/3) of all members. For substantive changes to either the Bylaws or the ISAAC Governance Handbook there must be consultation with the Council who must give a majority vote. The criteria for consultation are laid out in the ISAAC Governance Handbook (Procedure 01: Operation of the Executive Board and Procedure 02: Operation of the Council).

16 DEFINITIONS and INTERPRETATION

Work in progress

- 16.1 **Definitions.** In the Bylaws, unless the context requires otherwise:
- 16.2 **Interpretation.** In these Bylaws and in all future Bylaws of ISAAC unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa. Whenever the terms “include”, “includes” or “including” are found in these Bylaws, they shall be deemed to be followed by the words “without limitation”.