



**SID**

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**Society for International Development**

## **SID Constitution**

*Incorporating Constitutional Amendments as adopted by  
membership, 22 May 2011*

## A. CONSTITUTION

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### I. PREAMBLE

Science, the advance in man's knowledge of nature, by bringing man to the age of nuclear power and space conquest, has given international peace the new meaning of a condition essential for the continuance of mankind.

By discovering new resources, inventing new products, devising new ways of production, and achieving new mastery over life and death, it enables more human beings to reach higher levels of well being than ever before.

By stretching a web of instant communication over the earth, it has opened men's eyes to new opportunities and stirred fresh aspiration for a better life.

To fulfil this aspiration and make these opportunities real in a manner consistent with the growth of individual freedom is a major part of the dynamics of peace, requiring widespread international co-operation for technical development and economic advance.

That co-operation now engages large resources and the efforts of great numbers of individuals and organizations, public and private, throughout the world.

To promote greater effectiveness and better understanding among all those concerned in this work, which we believe will profoundly influence the future of our civilisation, we, the charter members, have established the present Society.

To the foregoing, we, the members of the Society in 1976 would like to add a new dimension to our task based on our perception of the most pertinent challenge of our times - viz. - to promote a truly interdependent world of self-reliant nations committed jointly and severally to a common concern to assure to all human beings in the foreseeable future the wherewithal of a creative role.

### II. NAME, PURPOSES AND ACTIVITIES

#### Art. 1 - Name

This Society shall be known as the *Society for International Development* in English, the *Société Internationale pour le Développement* in French, and the *Sociedad Internacional para el Desarrollo* in Spanish and by comparable names in other languages.

#### Art. 2 - Purposes

The purposes of the Society are:

- (a) To encourage, support and facilitate the creation at the local, national, regional and international level of a sense of community amongst individuals and organizations committed to development;
- (b) To promote international dialogue, understanding and co-operation for social and economic development that furthers the well being of all peoples and of a more equitable system of international relations;

(c) To advance the science, processes and art of social and economic development through educational means including research, publication and discussion;

(d) To provide support and services for national development constituencies which facilitate the foregoing.

Art. 3 - Incorporation

The Society was incorporated under the laws of the District of Columbia of the United States of America on January 29, 1958, as an organization operated not for profit but exclusively for educational and scientific purposes. The Society will not carry on propaganda, or otherwise attempt to influence legislation. It will not participate in any political campaign on behalf of any candidate for public office and it will not support any political party. These self-denying ordinances are equally binding upon the Society and upon all its local units in whatever country they may be organized.

Art. 4 - Activities

(a) The Society will promote its purposes through meetings of its members for the interchange of knowledge and experience, through the activities of its Chapters and other network units, through its publications and through such further means as the General Assembly or the Governing Council may authorize.

(b) The Society, legally domiciled in the United States, shall not conduct any of the activities of a business league, or of any of the other types of organizations listed in the Section 501 (c) (6) of the Internal Revenue Code of 1954, and shall not seek to promote or improve the business or economic status of any of its members or of any profession to which any of its members may belong.

(c) The Society shall conduct its activities and undertake to achieve its purposes only by the ways and means permitted to an organization that is formed for educational and scientific purposes within the meaning of Section 501 (c) (3) of the International Revenue Code of 1954. The Society shall not engage in any activity which would, under the provisions of Sections 502, 503 or 504 of the Internal Revenue Code of 1954, preclude its being eligible for tax exemption under the provisions of Section 501 (c) (3) of that Code.

(d) Notwithstanding any provision in the foregoing paragraphs which may be construed to the contrary, this organization shall not engage in any activity other than those necessary to carry out its purposes in a manner consistent with the requirements of Section 501 (c) (3) of the Internal Revenue Code of 1954 and other related sections of the law.

(e) Publications of the Society shall be made available for distribution to members and the general public, including schools and libraries, on a non-profit basis.

### III. MEMBERSHIP

#### Art. 5 - Eligibility

Any person or organization that wishes to further the purposes of the Society shall be eligible for membership.

#### Art. 6 - Classes

The membership of the Society shall be divided into categories of members. All members, regardless of their classification shall have the same rights and privileges.

#### Art. 7 - Charter Members

All members of the conference to Organize a Society for Economic Development and Technical Co-operation, held at the Brookings Institution, in Washington, D.C. on October 19, 1957, who so elect; all persons who become advance members at the first Conference of the members of the Society; and all those who become members within six months after that first Conference shall be deemed to be Charter Members of the Society.

#### Art. 8 - Dues

The Governing Council shall have power to establish and revise the dues to be paid by each category of members.

#### Art. 9 - Rights

All members in good standing shall have the right to attend the meetings of the Society, to vote, to hold office (in the case of individual members), to receive the regular publications of the Society and to participate in its activities.

#### Art. 10 - Delinquency; Expulsion

After due notice, any member delinquent in dues for more than six months may be dropped from membership. The Governing Council may expel any member when it deems such action to be in the best interest of the Society, provided such member has had an opportunity to answer charges against her/him/it, or present, in person or in writing, his/her/its side of the case.

### IV. ORGANIZATION

#### Art. 11

The organizational structure of the Society shall consist of a General Assembly, a Governing Council, an Executive Committee, officers, national and local organizations, and an international Secretariat. Various standing and ad hoc committees may also be established as required.

#### Art. 12

The General Assembly is the sovereign body of SID, approving the broad guidelines for the programme and generally overseeing the work and activities of the Society. All members have a right to participate in the general assembly or to

vote through proxy. Institutional members shall have the right to be represented through delegates.

Art. 13 - National and Local Organizations

(a) It is the policy of the Society to encourage and recognize the establishment of national and local SID Chapters and other units. The form of organization may vary from country to country. The Governing Council is empowered to provide for the establishment and operation of such units in the name of the Society for International Development.

(b) Membership of chapters and sections will be drawn from individuals and development-related institutions, broadly defined, public and private, who are committed to the aims of the Society. The functions of national and local entities will vary according to the needs of individual countries; in general they will seek to provide a forum for discussion of development issues, to work with other groups on development issues, and encourage the interest of the general community in those issues. Interchange among such entities and between such entities, chapters, and the Governing Council will be encouraged and will be facilitated by the Secretariat. Members of national and sub-national chapters will automatically be members of the international Society; similarly, all direct members will be encouraged to join or to form local chapters or sections. Dues will be apportioned as agreed between international and local entities.

Art. 14 - The Governing Council

(a) Composition and Meetings. The Governing Council elected at one General Assembly shall serve until the installation of a successor Council at the next General Assembly. It shall consist of a minimum of ten (10) and a maximum of fifteen (15) members elected by the membership. The Governing Council shall meet at least once annually at a place determined by it or, if it does not make such determination, by the Executive Committee. The Governing Council so elected may co-opt a maximum of five (5) additional members to its ranks in order to seek an appropriate balance in terms of geography, occupation, age, and gender composition and to ensure a degree of continuity. Furthermore, the Governing Council may choose and co-opt new members to replace members who become unavailable during the period between elections.

(b) Voting Procedures. Election to the Governing Council shall take place in advance of each regular General Assembly under the auspices of the Nominations and Elections Committee. Each member in good standing, whether institutional or individual, shall have one vote, which they shall be entitled to cast by secure electronic ballot. National and local units of SID shall be invited to submit nominations for members of the Council, well in advance of the mailing of ballots. The Nominations and Elections Committee, which shall be appointed by the Governing Council, may not eliminate names formally proposed by such units or by some minimum number of members to be determined by the Council. The Nominations and Elections Committee may however add names in order to ensure that the choice of candidates reflects an appropriate balance in terms of geography, occupation, age, and gender composition and to ensure a degree of

continuity. Elections to the Governing Council shall be announced at the General Assembly meeting immediately following the election.

Art. 15 - Powers

The Governing Council shall determine the major policies and activities of the Society and maintain oversight of the same, acting in the capacity of a board of directors. The Governing Council shall adopt such regulations as may be appropriate for the governance of the Society. It shall have the power to approve proposed budgets, authorize expenditures, seek and accept contributions, authorize contracts in the name of the Society, define and promote the activities of the Society, determine the eligibility of applicants for membership, authorize the employment of auditors, provide for the business and conduct of the General Assemblies, and provide for the distribution of the Society's publications. It may delegate powers and duties to officers and employees of the Society.

Art. 16 - Officers

(a) The Governing Council shall choose from among its own members the President, up to two Vice-Presidents and a Treasurer of SID who shall serve as Officers of the Society. Their terms of these officers shall expire upon the installation of new office bearers elected by a new Governing Council.

(b) The Governing Council shall also appoint an Chief Executive Officer who shall be an ex-officio member of the Governing Council and of the Executive Committee with right to vote in each of them.

Art. 17 - Executive Committee

(a) The Executive Committee shall consist of the President, two Vice-Presidents and a Treasurer elected by the Governing Council from among its membership, the chairs of committees of the Governing Council – when so designated by the Council – and the Chief Executive Officer, as an ex-officio member. The President of the Society will chair the Executive Committee.

(b) The Executive Committee shall exercise the functions of the Governing Council when the Council is not in session, except for the following: approving the annual budget and determining the location of the Society's offices. However, the Executive Committee may approve changes to the budget approved by the Governing Council, provided that such changes are immediately reported to the Governing Council.

Art. 18 - Standing Committees and Other Committees

Each Governing Council shall elect a Nominations and Elections Committee to conduct elections as specified in Article 14 (b) – Voting Procedures. Each new Governing Council shall also establish a committee on Personnel, Legal and Other Administrative Matters. The Governing Council may establish such other committees as it may deem necessary. Members of all committees may be reappointed and their chairs shall be invited to attend relevant meetings of the Governing Council and/or the Executive Committee.

Art. 19 - Term of Office

All elected officers, Governing Council and Executive Committee members may serve for not more than three consecutive terms.

Art. 20 - Quorum

Five (5) members of the Governing Council including at least three members of the Executive Committee shall constitute a quorum for council business. Two hundred members of SID, represented in person or by proxy, shall constitute a quorum of the General Assembly. In all three bodies all actions shall be taken by majority vote of those present, in the case of the General Assembly including those represented by proxy. Votes by mail may be taken in the absence of a quorum, or if a majority of a quorum wishes to refer a matter to the total membership of the body involved.

Art. 21 - Location of Offices

The Society may establish such offices in such locations as the Governing Council shall determine. The international headquarters of the Society are in Rome, and the resident office of the Society is in the District of Columbia, U.S.A., for legal purposes, until otherwise determined by the Governing Council.

**V. MEETINGS**

Art. 22 - Of the Members

The General Assemblies of members shall be held at a time and place designated by the Governing Council.

Art. 23 - Other Meetings

Meetings of the Governing Council or Executive Committee shall be held upon written or printed notice to be mailed not less than 5 nor more than 40 days before the date of the meeting, unless the Governing Council shall otherwise provide. Meetings shall be at the call of the President, or of any five members of the Governing Council, or of three members of the Executive Committee. The President shall have authority to call a meeting of the Executive Committee upon shorter notice, to be given orally or in writing, when s/he deems that necessary.

Art. 24 - Waiver of Notice

Any person entitled to vote at any meetings of members, of the Governing Council, or of the Executive Committee, may waive notice of the time, place, and purpose of such meeting either before or after the date of such meeting, and any action taken there at shall, upon such waiver, be as valid as though notice had been given.

Art. 25 - Action without Meeting

Any action which might be taken at any meeting of the General Assembly, Executive Committee, or Governing Council shall be valid without a meeting, if a written memorandum of such action is duly served upon all persons entitled to vote thereon in the manner prescribed for notice of a meeting, and if such action is approved in writing by a majority of the persons voting thereon, unless otherwise prescribed by law.

## VI. AMENDMENTS

### Art. 26 - Procedure

This Constitution may be amended by a majority of the votes cast at any General Assembly or any other voting action that is open to all SID members provided the proposed amendment or amendments have been approved by the Governing Council, or have been submitted to the Chief Executive Officer by petition of 25 or more members at least 30 days prior to the General Assembly at which they are to be voted upon.

### Art. 27 - Dissolution

When the Society shall determine to terminate its activities and dissolve the Society, all the assets and property of the Society, without exception, shall be transferred by the Society to an organization to be selected by the Society, whose purposes are the same as or similar to the purposes stated in this Constitution and whose activities are the same as or similar to the activities authorized by this Constitution, and which has obtained from the Internal Revenue Service of the Government of the United States a ruling, then effective and in good standing, that it is entitled to tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954 as an organization that is organized and operated exclusively for educational and scientific purposes, or both, and which shall undertake to use such transferred assets and property for such purposes. In no event shall any part of the assets or property of the Society, upon dissolution, be transferred or made available for the benefit of any private individual, firm, or corporation.