

IABC/BC Bylaws

Approved at the AGM held on June 16, 2022

ARTICLE 1 – NAME & LOCATION

Section 1 – Name

The name of this chapter shall be IABC/BC. IABC/BC is a not-for-profit organization affiliated with the International Association of Business Communicators (IABC), a not-for-profit organization incorporated in the Commonwealth of Pennsylvania, USA.

Section 2 – Location

The geographical area serviced by IABC/BC shall be the province of British Columbia.

ARTICLE 2 – MISSION

Section 1

IABC/BC is dedicated to improving the effectiveness of internal and external communications of businesses, organizations and institutions. To this end, IABC/BC will seek to enhance the professional competence of those engaged in communication capacities, to provide them with tools and techniques, and to provide them with comprehensive resources so they may be more effective in their service to their organizations and in their individual pursuits. Fully recognizing that communication in business, organizations and institutions is undergoing vast and rapid change, IABC/BC will support the International Association of Business Communicators in seeking to educate those charged with the management of such enterprises on how to enable professional communicators to meet vital needs in a world that demands dynamic communication.

ARTICLE 3 – MEMBERSHIP

Section 1 – Qualification

Membership in this organization shall be composed primarily of professionals who value ethical, effective, efficient communications in their business practices. Membership in IABC/BC includes membership in IABC Canada West Region and IABC International.

Section 2 – Types of Membership

IABC memberships are held by individuals, not organizations, and include:

Professional Members. Professional Members include professional communicators, educators, consultants, and other professionals in the communication field, 500 Club and other Lifetime Members, Fellows, Master Communicators, retired communicators, and others as may be designated from time to time by the IABC Executive Board and defined in IABC policy.

Student Members. This membership is open to full-time students of colleges, universities and other educational institutions, as well as part-time students working towards a degree who are not presently engaged in the organizational communication profession.

Service and Participation. Policies governing services and participation for all membership categories shall be determined by the Board, unless otherwise stipulated in these Bylaws.

Section 3 – Member Rights

- (a) Voting rights are reserved for Professional Members of the Association, except as otherwise provided in IABC policy, Chapter policy, or these Bylaws.
- (b) Professional Members are entitled to attend and observe all meetings of the Association and Chapter, and meetings and sessions of all Association and chapter boards, committees, task forces, work groups, forums, and similar subgroups and sessions; however, no member or visitor is entitled to address, interrupt, or otherwise participate in such meetings without the express invitation of either the President, chair, or group leader, or the consent of a majority of the board, committee, or group holding the meeting. The Chapter may establish fees for some meetings.
- (c) Professional Members are not entitled to attend sessions of the Executive, Board or any other governing group that have been closed in accordance with law, IABC policy, Chapter policy, or these Bylaws.

Section 4 - Duration of Membership; Resignation and Removal

Membership is effective during the period for which dues have been paid. Any Member may resign by filing a written resignation with the Executive Administrator or with IABC but dues will not be refunded. All rights, privileges, and interests of a Member in or to IABC/BC shall cease on termination of membership. Any Member may be removed from membership by a two-thirds vote of the Board. For any cause other than non-payment of dues, removal shall occur only after the Member in question has been given at least 30 days' notice of the proposed termination and reasons for such termination. That Member will have at least 15 days to respond in writing to the Chapter's Board, for forwarding to the Executive Committee of the International Association of Business Communicators, which then shall make a final determination.

ARTICLE 4 – DUES

Section 1 – Establishment of Dues

Local Chapter dues and other Chapter fees shall be set by a two-thirds vote of the Board of IABC/BC. Other fees and charges shall be established by a majority vote of the Board. International dues are determined by the IABC International Executive Board and cannot be changed by the Board of IABC/BC. Regional dues are determined by the IABC Canada West Region and cannot be changed by the Board of IABC/BC.

Section 2 – Dues Payment

Professional Members and Student Members must pay applicable International, Region, and Chapter dues as defined in IABC policy.

Section 3 – Cancellation

IABC services shall be terminated for members whose renewal dues have not been received at headquarters by the last day of the membership period, unless IABC determines to implement a grace period or similar membership opportunity.

Section 4 – Refunds

No dues shall be refunded to any Member whose membership terminates for any reason.

ARTICLE 5 – ORGANIZATIONAL STRUCTURE

Section 1 – Administrative Year

The Chapter's Administrative Year shall begin when the incoming Board begins their term and shall end when the next Board begins their term the subsequent year. The Administrative Year aligns with the fiscal year, from July 1 to June 30.

Section 2 – Chapter Responsibilities

- (a) The Chapter is a group of Members, meeting the requirements of and chartered by the IABC Executive Board, and is affiliated with IABC and bound by its Bylaws, policies, and rules, and by the IABC Code of Ethics for Professional Communicators.
- (b) The Chapter shall organize itself to serve its members in any appropriate manner that does not contravene the Bylaws, policies, or rules of IABC, or the IABC Code of Ethics for Professional Communicators.
- (c) The Chapter shall remain in good standing, as defined by IABC Bylaws, policies, and rules.

ARTICLE 6 – MEETINGS OF MEMBERS AND VOTING

Section 1 – Regular Meetings

Regular meetings of IABC/BC such as professional development seminars and other events shall be held as scheduled at such times and locations within the area served by the Chapter as the Board shall determine.

Section 2 – Notice of Meetings

All members shall be sent written notice of regular meetings, including time, location and purpose of the meeting, at least one week prior to said meeting. Written notice of the Annual General Meeting shall be distributed to all members at least two weeks prior to said meeting. Electronic mail or any other form of transmitted or recorded communication may be used for notice.

Section 3 – Annual General Meeting

The Annual General Meeting of the IABC/BC shall be held annually in the last month of the chapter's Administrative Year. The Chapter President shall set the agenda and preside over the meeting, which shall include a written review of the activities and financial status of the chapter. The official election and announcement of incoming Directors for the new Administrative Year shall also take place at the Annual General Meeting.

Section 4 – Special Meetings

The Board may call special meetings of the membership at any time by sending written notice as specified above. Special meetings may also be called by a petition of the membership signed by at least 10 per cent of the total voting membership. Such meetings shall be held no less than 30 days after presentation of the request for meeting to the Board.

Section 5 – Voting

Those eligible to vote at special meetings and the Annual General Meeting shall be Professional Members meeting the requirements of membership as set forth in these Bylaws.

Section 6 – Quorum

A quorum necessary to act on official business of the entire chapter shall consist of at least five per cent of the total voting membership.

Section 7 – Cancellation

The Board, by a majority vote, may cancel or postpone any meeting of the chapter for cause, except those called by a quorum of the membership.

ARTICLE 7 – EXECUTIVE AND DIRECTORS

Section 1 – Governing Body

The governing body of the IABC/BC shall be known as the Board and shall be composed of at least five (5) Directors.

Section 2 – Composition

- (a) The following Directors shall serve as the Executive: President, Past President, Vice President, Executive Administrator and Director, Finance.
- (b) Additionally, Directors of chapter portfolios, such as professional development, sponsorship, etc., as determined by the President.
- (c) These Directors shall perform the duties necessary to the office or as prescribed by these Bylaws, Chapter policy, and the parliamentary authority adopted by the Chapter. Any of the powers and duties of a Director to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the President otherwise directs.
- (d) The President, Vice President, and Past President shall serve a single one-year term. All other elected Directors shall serve a two-year term in a single portfolio after which they may be elected for a subsequent two-year term in a different portfolio. Unless continuing on as Vice President or President, Directors who have served for three consecutive two-year terms are not eligible to be re-elected until after they have taken a one-year break from the Board.

Section 3 – Qualifications for Office

Any member in good standing of the chapter shall be eligible for nomination and election to office in IABC/BC.

Section 4 – Nomination of Directors

- (a) Candidates for each office except President and Past President shall be selected by a Nominating Committee, consisting of the Past President who will serve as chair, the Vice President and three members appointed by the President. Nominees will be drawn from submission by members of IABC/BC, including self-nomination.
- (b) The Vice President automatically accedes to the office of President. The outgoing President automatically assumes the office of Past President. In the event that this is not possible, the Nominating Committee shall fill the position(s) with the proposed slate.

- (c) The Nominating Committee shall screen nominees under guidelines adopted by the Board, primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic, and cultural diversity.
- (d) The Nominating Committee shall present its slate to the Board for approval, and distribute to all voting members at least 14 days in advance of the Annual General Meeting.

Section 5 – Election of Directors

- (a) The election of Directors shall take place at the Annual General Meeting. A representative appointed by the nominating committee shall be responsible for tabulating all official votes and for announcing the elected Directors at the Annual General Meeting.
- (b) Directors shall take office July 1 of each year and conclude the last day of June in the year in which the Director's term expires.

Section 6 – Vacancies or Removal

- (a) Vacancies in any office on the Board shall be filled for the balance of the term by the Board at any regular or special meeting in accordance with these Bylaws. If the Past President is unable to serve, the Board shall appoint a Past President from among former Presidents of the Chapter.
- (b) The Board, at its discretion and following IABC and Chapter policy, may, by two-thirds vote, remove any Director from office.

ARTICLE 8 – DUTIES AND POWERS OF EXECUTIVE

Section 1 – President

The President shall serve as the chief executive officer of IABC/BC, exercise general supervision over executive affairs of IABC/BC, preside at regular and special meetings, appoint and be an ex-officio member of all committees, and represent IABC/BC in civic, professional and educational activities. The President shall also perform other duties necessary to the office or as prescribed by the Board. In addition, the President shall serve as a delegate of IABC/BC to the International Association of Business Communicators.

Section 2 – Vice President

The Vice President shall have duties assigned by the President and act in the absence of the President. In addition, the Vice President shall serve as the delegate of the chapter to the board of the Canada Western Region. The Vice President is designated the president elect and automatically succeeds to the office of President.

Section 3 – Executive Administrator

The Executive Administrator shall supervise the Chapter's paid administrator(s) (if such paid positions exist), attend and ensure minutes are taken at all Chapter board and strategic planning meetings, ensure distribution of minutes and other information as required by the President, prepare and submit any administrative filings necessary under the *Societies Act* and maintain records of minutes, motions, Bylaws and policies and procedures.

Section 4 – Director, Finance

The Director, Finance shall manage the Chapter's finances, oversee the maintenance of the financial health of the Chapter, coordinate monthly financial reports to the Board, handle Chapter banking, develop and monitor budgets and ensure an annual financial review.

Section 5 – Past President

The Past President shall chair the Nominating Committee, provide strategic counsel to the President and other Board members, help identify members to participate on Region- and International-level committees and work groups, and perform other duties necessary to the office or as prescribed by the President, the Board, and these Bylaws.

ARTICLE 9 – DUTIES AND POWERS OF BOARD

Section 1 – Authority and Responsibility

- (a) The Board shall have supervision, control, and direction of the affairs of IABC/BC; determine its policy or changes therein within the limits of law, these Bylaws, and the Bylaws, rules, and procedures of IABC; uphold the IABC Code of Ethics for Professional Communicators and the IABC Code of Conduct; actively pursue the Chapter's mission; and supervise disbursement of its funds.
- (b) The Board may adopt such rules and regulations for the conduct of its business as it deems advisable, and may delegate certain of its authority and responsibility to the President, the officers, or to other committees or persons.
- (c) The Board shall select a Delegate and Alternate from among the Chapter President, Past President, and Vice President to cast the Chapter's vote on IABC issues.

Section 2 – Quorum

- (a) A quorum of the Board shall consist of a majority of the voting members.
- (b) If a quorum cannot be mustered, a meeting may proceed, and any action taken shall become valid if subsequently confirmed by unanimous approval in writing of the voting members of the Board.
- (c) With permission of the President, members may participate in any meeting of the Board or any committee of the Board by means of videoconference, conference telephone, Internet conferencing, or other similar communications or collaborative conferencing equipment or software that enables all persons participating in the meeting to hear and speak with each other. Participation in a meeting by means of such equipment shall constitute presence in person at the meeting.

Section 3 – Meetings

The Board shall meet no fewer than three times during each Administrative Year at such time and at such place as the President may prescribe. Notice of all such meetings shall be given to Board members in the manner specified in Article 6, Section 2, Paragraph (b), not less than 30 days before the meeting is held. Special meetings of the Board may be called by the President or at the request of two-thirds of the Directors. Directors shall be notified not less than 72 hours before any such special meeting is held.

Section 4 – Closed Session

- (a) The Board may at its discretion, and when required by law, IABC policy, Chapter policy, or these Bylaws, vote to hold closed sessions, provided that (1) the reason for the closed session and (2) the individual vote of each Board member to hold the closed session are recorded in the minutes of the open session.
- (b) The only persons entitled to be present during, or review the records of, a closed session are those entitled to vote thereat; others who, although not entitled to vote, are entitled or required under provision of law, IABC policy, Chapter policy, or these Bylaws to be present at the meeting; and those invited by the President or with the consent of the Board.

Section 5 – Compensation

No member of the Board shall receive any compensation for services as a Director.

ARTICLE 10 – STANDING & SPECIAL COMMITTEES

Section 1

The President shall appoint and administer standing and special committees necessary to conduct the affairs of IABC/BC.

ARTICLE 11 – FINANCE

Section 1 – Authority

The Board shall have supervision, control, and direction of the receipts, expenditures, and assets of IABC/BC.

Section 2 – Fiscal Year

The fiscal year of IABC/BC shall be July 1 to June 30.

Section 3 – Budget

In advance of each fiscal year, the Board shall adopt an operating budget covering all activities of IABC/BC.

Section 4 – Reserves

Revenues in excess of expenses cannot be returned to members and will be held in the chapter's financial reserves. The Board shall develop policies and shall retain or develop financial reserves it deems adequate to provide reasonable financial stability of the Chapter and continuity of its operations and member services. The amount of these operating reserves shall be reviewed annually by the Director, Finance and ratified by the Board.

Section 5 – Reviews

The accounts of IABC/BC shall be reviewed not less than annually by an independent Certified Public Accountant, approved by the Board, who shall provide a report to the Board and the membership (available at the Annual General Meeting).

ARTICLE 12 - OPERATIONS

Section 1 – Rules of Order

Meetings and procedures of IABC/BC shall be regulated and controlled according to the current edition of Robert’s Rules of Order (Revised) for parliamentary procedure, except as otherwise provided by these Bylaws.

Section 2 – Policies

- (a) Code of Conduct. The Chapter and its members, volunteers and employees shall abide by the IABC Code of Ethics for Professional Communicators and the Bylaws and policies of IABC and of the Chapter. In addition, the IABC Executive Board may, from time to time, make, repeal, or amend rules and a Code of Conduct that shall be binding. Any such rules and Code may relate to the general regulation of the Chapter and its members, volunteers and employees, and may contain procedures necessary or desirable for the proper running and carrying out of the objectives of the Chapter.
- (b) Rules, Regulations, and Policies. The Board may establish rules, regulations, and policies, and shall maintain a Policy Manual relating to governance, management, operation, and administrative procedures of, and provision of services and conferring of honours by, the Chapter. These rules, regulations, and policies shall in no instance contravene or be inconsistent with law, these Bylaws, or the Bylaws, rules, and procedures of IABC.

Section 3 – Duties of Directors and Others

Every Director of IABC/BC, in exercising the powers and discharging the duties of a Director, shall act honestly and in good faith with a view to the best interests of the Association and the Chapter, and shall exercise the care, diligence, and skill that a reasonable, prudent person would exercise in comparable circumstances.

ARTICLE 13 – NON-DISCRIMINATION

Section 1

IABC/BC shall not deny membership or membership privileges on the basis of race, creed, religion, disability, gender, sexual preference, age, color, or national origin.

ARTICLE 14 – AMENDMENTS

Section 1 – Procedure

These Bylaws may be amended at any regular or special meeting of IABC/BC at which a quorum is present, by a two-thirds vote of the voting members present, provided that the proposed amendments have been submitted and reviewed in accordance with the procedures set forth in Section 2 and sent in writing to all members of the Chapter not less than 30 days prior to the meeting at which they will be considered, and provided that at least a majority of the Board is present for the Chapter vote. Electronic mail or any other form of transmitted or recorded communication may be used for notice of proposed amendments, at the discretion of the Board. Written notice of the meeting must accompany the proposed amendments.

Section 2 – Submission and Review

Any member may propose an amendment to these Bylaws by first delivering, in writing, a copy of the proposed Bylaws amendment to the Executive Administrator of the Chapter. The Board shall review the proposed Bylaws amendment for content, form, and congruence with other Bylaws, and shall, at the request of the member proposing the Bylaws amendment, present the proposed amendment at the next possible regular or special meeting of the Chapter with their recommendation, for consideration under the provisions set forth in Section 1.

ARTICLE 15 – DISSOLUTION

Section 1

IABC/BC shall use its funds to pursue the mission specified in these Bylaws, and no part of said funds shall be distributed to members of IABC/BC. On dissolution of IABC/BC, any funds remaining shall be distributed to the International Association of Business Communicators.