

# IABC/Calgary Bylaws

February 2019

## **Article 1. NAME AND DESCRIPTION**

1. The name of the society is the International Association of Business Communicators, Calgary Chapter, or IABC/Calgary. This organization, herein referred to as the chapter, shall be affiliated with IABC Canada District 1, and the parent organization, IABC (International Association of Business Communicators), headquartered in San Francisco, CA, USA.

## **Article 1. PURPOSE AND OBJECTIVES**

1. The purpose of the chapter shall be to advance the professional standards and practices of communication within business, industry, associations, government and such organizations as may be represented by the membership.
2. The purpose shall be carried out in accordance with the objectives noted in the constitutions of IABC International and IABC Canada District 1.

## **Article 3. MEMBERSHIP**

### 1. Membership Classifications

Membership in IABC/Calgary includes membership in Canada District 1 and IABC International. Membership shall be in any one of the seven classifications:

1. Professional members
2. Student members
3. Student transition members
4. Retiree members
5. 500 Club members
6. Corporate members
7. Life, fellow or honorary chapter members

Professional members include: professional communicators in industrial, non-profit, government, educational and other organizations; educators; consultants and other professionals in the communications field.

Student members are full-time students of colleges, universities and other post-secondary institutions as well as part-time students working toward a degree, diploma or a certificate program (but who are not presently working in the communications profession).

Student transition members are members who have graduated from a degree program from an accredited institution in the last year. The regular application fee is waived and the member pays half of the international dues (plus chapter and district/region dues).

Retiree members are individuals who were regular IABC members for at least five years and are at least 55 years of age. Retiree members pay the same annual dues as student members.

500 Club members are members of IABC for life at international and district/regional levels. 500 Club members pay annual IABC/Calgary dues and are considered regular members of IABC.

Corporate members are professional members who belong to a single company or organization, and whose dues are paid by that organization as part of the special package arrangement between the organization and IABC International.

Life, fellow and honorary membership may be conferred upon members of the association at such times and under such terms as the chapter Board of Directors determines and in

accordance with the bylaws and constitutions of IABC International and IABC Canada District 1. However, these members may not vote and may not hold office as members of the chapter Board of Directors.

IABC memberships belong to individual members. When employees leave an organization, they take their membership with them.

## 2. Becoming a Member

Membership is obtained when an individual qualifying under one of the seven (7) membership classifications pays current dues to IABC International and current local chapter dues to IABC/Calgary, both subject to change from time to time. Members whose accounts are current and paid in full are considered to be „in good standing.“

## 3. Dues

Chapter dues may be established or changed, or emergency assessment imposed, by a two-thirds majority vote of the chapter Board of Directors, and ratified by a simple majority vote by members in good standing (email).

Any proposed chapter dues change must be submitted in writing (email) to chapter members for approval for a period of thirty (30) days. If approved, the change shall take effect on the first day of the next fiscal year. No dues shall be refunded to any member whose membership terminates for any reason.

## 4. Rights and Responsibilities of Membership

Members are responsible for acting in accordance with the provisions of the bylaws and policies of IABC/Calgary as well as the bylaws, constitutions, and Code of Ethics of IABC International and IABC Canada District 1.

Members are entitled to exercise all rights and privileges accorded to members of IABC International as well as IABC/Calgary.

Members in good standing with both IABC International and IABC/Calgary are entitled to pay member rates to attend chapter events and activities and purchase products and services offered locally, nationally and internationally.

Members in good standing with both IABC International and IABC/Calgary are entitled, upon request, to attend open business meetings of the Board of Directors, which are organized once or twice throughout the year, are entitled to run for director positions on the Board of Directors as positions are available, and may be entitled to participate on committees and other work groups established by IABC/Calgary.

All members in good standing are entitled to vote on issues placed before them by the Board of Directors. Each member will be entitled to one vote, registered through an appropriate, Board-determined voting mechanism as the Board of Directors may from time to time decide. Votes may be held in person, via e-mail, via the official IABC/Calgary website, via telephone, or other means as may be deemed appropriate. Members may vote by proxy by registering a written request to do so with the Administration director or IABC/Calgary's appointment management company at least three days prior to the vote.

## 5. Withdrawal from Membership

In accordance with the policies and bylaws of IABC International, any member may withdraw from membership by filing a written resignation with the Chairperson of IABC International, any member may withdraw from membership by filing a written resignation with the Chairperson of IABC International. The rights and privileges associated with membership at both the international and local chapter level will cease on termination of membership. (See Article 3.3 Dues)

## 6. Revocation of Membership

Membership will be automatically forfeited in the event of non-payment of either IABC International or IABC/Calgary dues the day after the due date.

Membership may be revoked for any cause which is determined by a majority of the Board of Directors to be in contravention of the letter or spirit of the policies or bylaws of IABC/Calgary, or detrimental to the reputation of IABC/Calgary or to its members or to the communication practices its members represent. Revocation of membership shall require a two-thirds majority vote of all members of the Board of Directors.

In keeping with the bylaws of IABC International, for any cause other than non-payment of dues, removal shall occur only after the member in question has been given at least thirty (30) days notice of the proposed termination and reasons for it. That member will have at least fifteen (15) days to respond in writing to the Board, which then shall make a final determination.

## Article 4. ADMINISTRATION/OFFICERS

1. The affairs of IABC/Calgary shall be administered by a local Board of Directors. The Board shall, subject to IABC/Calgary's bylaws and polices, or direction given it by a majority vote of members, have full control and management of the affairs of the society.
2. The term of office for the IABC/Calgary Board of Directors shall commence on July 1 and end on June 30 the following year. The fiscal term for IABC/Calgary shall commence July 1 and end on June 30 the following year.
3. The full IABC/Calgary Board of Directors shall include: president, vice president, immediate past president, directors in charge of Administration and Finance and directors responsible for approximately six (6) to ten (10) other portfolios, the number of which may change from time to time at the Board's discretion.
4. The president shall act as chief executive officer of the chapter, be ex-officio member of all committees or work groups established by IABC/Calgary, whether by the Board of Directors, the portfolios, or others within the membership of IABC/Calgary. The president shall preside at all meetings of the Board of Directors. In his/her absence, the vice president or immediate past president shall preside at any such meetings. In absence of all three, a chairperson elected from the Board of Directors in attendance at the meeting may preside. The president shall be responsible for duties assigned with the chapter bylaws and/or policies and procedures manual, and shall represent the chapter at meetings, functions and other events.
5. The vice president shall act in the absence of the president and at the request of the president.
6. The immediate past president serves as a member of the Board of Directors, chairs the nominating committee, provides counsel to the chapter Board of Directors and undertakes special projects as requested.
7. Portfolio directors serve as members of the chapter Board of Directors and perform duties as assigned within the bylaws of the chapter. They provide strategic and administrative direction for the portfolio they are responsible for. Directors also are responsible for contributing to the strategic financial and operational direction of the chapter, the achievement of chapter goals, provision of services to members, and for participating in decision-making in the best interests of the members of IABC/Calgary.
8. The Administration director shall assume the role of secretary of IABC/Calgary, shall attend all meetings of IABC/Calgary and the Board of Directors, and shall be responsible for taking and keeping accurate minutes of all meetings of the Board and of the membership. In his/her absence, another director may take the minutes, or discharge

his/her duties at the direction of the president and the Board of Directors. The Administration director of IABC/Calgary's appointed management company shall have charge of all the official chapter records including correspondence, policies, bylaws, insurance, etc. of IABC/Calgary and be under the direction of the president and the Board of Directors.

9. The Finance director shall assume the role of treasurer of IABC/Calgary, and shall receive all monies paid to IABC/Calgary and be responsible for the deposit of same to the account of IABC/Calgary held with whatever bank, trust company, credit union or treasury branch as the Board of Directors may choose. She/he shall properly account for the funds of the chapter, and shall oversee the keeping of the chapter's books and their preparation by a volunteer or paid professional as the Board may decide. She/he shall present a full detailed account of receipts and disbursement to the Board of Directors whenever requested, and shall prepare for IABC/Calgary's final events of the year, the financial position of IABC/Calgary and submit a copy of the same to the Member Communications director(s) to be included in communications to members, and to the Administration director for IABC/Calgary's records.

10. Directors shall be elected annually in accordance with IABC/Calgary bylaws.

#### **Article 5. RENUMERATION**

1. All positions on the IABC/Calgary Board of Directors will be voluntary, and no Board member shall be paid by IABC/Calgary while performing his/her Board duties.
2. There must be no self-dealing or any conduct of private business or personal services between chapter Board of Directors and IABC/Calgary, except as procedurally controlled to ensure openness, competitive opportunity and equal access to otherwise "inside" information.

#### **Article 6. TERMINATION**

1. The Board of Directors, by a two-thirds majority vote, may remove any director or volunteer from their position for cause. Removal shall occur only after the director or volunteer in question has been given at least thirty (30) days notice of the proposed removal and reasons for it. That director or volunteer will have at least fifteen (15) days to respond in writing to the Board of Directors, which then shall make a final decision.

#### **Article 7. MEETINGS**

1. The full IABC/Calgary Board of Directors shall meet at least eight (8) times annually as a whole. Additional meetings may be called at the discretion of the president, or at the wish of a majority of members of the IABC/Calgary Board of Directors.
2. At least eight (8) chapter meetings of members, usually conducted in conjunction with program events, will be held during the fiscal year. During one of these meetings, which must be held prior to May 31, the reviewed financial reports of the previous fiscal year, along with the nine-month results of the current fiscal year shall be presented.
3. The time, date and place of meetings will be at the discretion of the president. The schedule of open meetings of the Board of Directors shall be published in the chapter's newsletter and/or on the website for members' information. Members will have at least seven (7) days notice of the chapter's open meetings of the Board of Directors. Open meetings of the Board of Directors are open to IABC/Calgary members in good standing.
4. Special general meetings may be called by the membership by a petition to the IABC/Calgary Board of Directors, as signed by a minimum five (5) per cent of chapter members eligible to vote, specifying the purpose of the special general meeting. Such a meeting shall be called within thirty (30) days of the receipt of the petition by the

president and/or the Board of Directors.

5. Members will receive at least fifteen (15) days notice of any special meeting of IABC/Calgary via at least one of the chapter's communication vehicles, including but not limited to the newsletter, broadcast e-mail system, and/or website as such vehicles may exist.
6. Regular meetings of the Board of Directors shall require a quorum of a majority of serving directors eligible to vote. General meetings and special meetings of the IABC/Calgary membership shall require a quorum of five (5) per cent of chapter members who, on the date of the publication of the notice of meeting, were in good standing.
7. All meeting of the Board of Directors, regular and special meetings of the membership, shall be governed according to Robert's Rules of Order.

#### **Article 8. ELECTION OF OFFICERS**

1. The election of officer shall take place by email each year prior to May 31.
2. The election will be held for the purpose of filling positions on the IABC/Calgary Board of Directors.
3. With the exception of the positions of president and immediate past president which are filled by automatic succession by the vice president and current president respectively, the IABC/Calgary Board of Directors shall be elected by: a) acclamation of each person nominated for director on a slate presented to the membership by a nominating committee comprised of members as prescribed in 8.4 and 8.5 or b) secret ballot by email, conducted among members eligible to vote.
4. The IABC/Calgary nominating committee shall be chaired by the currently-serving past president. If that person is unable to fulfill that role, the previous past president shall take responsibility, and so on, until the nominating committee is chaired by a past president of IABC/Calgary.
5. The nominating committee shall also consist of the current IABC/Calgary president, the current vice president, a currently-serving director not seeking re-election to the IABC/Calgary Board of Directors, and two members of IABC/Calgary at large who are eligible to vote and who shall not stand for election or appointment to the IABC/Calgary Board of Directors for the coming year. If a non-returning director is unable to serve on the nominating committee a volunteer who is not seeking a position in the coming year shall be appointed at the discretion of the nominating committee chair.
6. All those nominated or appointed to the IABC/Calgary Board of Directors must be members of IABC/Calgary who are eligible to vote.
7. The slate of nominees to the IABC/Calgary Board of Directors, as developed by the nominating committee, shall be submitted to the members of IABC/Calgary by email for at least fifteen (15) days to cast their vote.
8. In addition to the nominated slate presented to the IABC/Calgary membership, any member eligible to vote may be nominated to stand for any elected position on the IABC/Calgary Board of Directors, provided the nomination be seconded by another member eligible to vote, and proposed in writing to, and received by, the chair of the nominating committee by the date established by the committee. The date shall be communicated to IABC/Calgary members through existing communications vehicles at least fifteen (15) days prior to the nomination submission deadline date.

**Article 9. TERMS OF OFFICE**

1. No member shall serve as chapter president for more than two (2) full terms consecutively.
2. The current vice president automatically succeeds to the position of president. In the event that this not possible, the nominating committee shall directly fill the position of president from the proposed slate, and shall have their nomination ratified by a simple majority vote by email along with the rest of the Board of Directors slate.
3. On completion of his/her term, the president automatically becomes the immediate past president.
4. Members of the IABC/Calgary Board of Directors may serve up to a maximum of three (3) consecutive terms in the same position at the discretion of the nominating committee.

**Article 10. VACANCIES ON THE CHAPTER BOARD**

1. In the event that the president is unable to serve, the vacant position will automatically be filled by the vice president. In the event that the vice president is unable to fill this role, a new candidate from the remaining Board of Directors will be: a) nominated by a committee consisting of the immediate past president and the chair of the most recent nominating committee; b) approved by the chapter Board of Directors; and c) ratified by a vote of eligible chapter members. A simple majority vote of the members responding will be required. Pending such ratification, the president's election will be considered effective from the date of the chapter Board of Directors' approval.
2. If no candidate is available from the existing Board of Directors, the nominating committee will seek qualified candidates from chapter members eligible to vote. Any person nominated to fill this role must be approved by the chapter Board of Directors and ratified by a vote of eligible chapter members. Pending such ratification, the president's election will be considered effective from the date of the IABC/Calgary Board of Directors' approval.
3. In the event of the resignation of any other member of the IABC/Calgary Board of Directors, that position will be filled by a chapter member eligible to vote, approved by the Board of Directors.
4. More than one member may hold the position of director of any given portfolio of the chapter Board of Directors.
5. Should two or more people contest a position on the IABC/Calgary Board of Directors, the person receiving a simple majority of the votes cast in a secret ballot shall be declared elected.

**Article 11. FINANCES**

1. The chapter shall obtain its income from the assessment of dues, from the proceeds of seminars, workshops and other programs, from advertising and sponsorship, and from special events and projects.
2. A minimum amount equal to three months (25 %) to four months (33 %) of the current year's budgeted expenses will be retained as a working capital fund. The remainder of the accumulated excess of revenue over expenses will be designated a program development fund and reinvested in chapter product development, leader development and business growth.
3. Funds of the chapter shall be deposited to the account of IABC/Calgary held with whatever bank, trust company, credit union or treasury branch as the Board of Directors may choose and may not be withdrawn against the signature of one single officer acting

alone. No expenditures exceeding ten per cent (10 %) of liquid funds, which have not previously been approved as part of the chapter's annual operating budget, shall be made without IABC/Calgary Board of Directors" decision.

4. For the purpose of carrying out its objectives, IABC/Calgary may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of IABC/Calgary, and in no case shall debentures be issued without the sanction of a special resolution of the IABC/Calgary.

#### **Article 12. FINANCIAL REVIEW**

1. The books, accounts and records of IABC/Calgary shall be audited or reviewed at least once each year by a duly qualified accountant or by two current IABC/Calgary members who were not members of the Board or Directors nor held any responsibility for the processing of transactions or budgeting for the year they are auditing. The audit will follow the guidelines set out by The Societies Act of Alberta. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the following year's spring open Board meeting.
2. Any chapter member may inspect the books and records of IABC/Calgary at the chapter's final event of the year or at any time, upon giving reasonable notice and arranging a time satisfactory to the director(s) having charge of the records. Each member of the IABC/Calgary Board of Directors shall at all times have access to such books and records.

#### **Article 13. DISPOSAL OF ASSETS**

1. None of the assets of IABC/Calgary shall ever inure to the benefit of any individual. In the event of dissolution of IABC/Calgary, its remaining assets, after payment of all just debts, shall be contributed directly to IABC International.

#### **Article 14. AMENDMENTS TO THE BYLAWS**

1. The IABC/Calgary Board of Directors shall have the power to create, alter, amend or adjust, suspend or cancel bylaws necessary for the efficient operation of IABC/Calgary, providing that in no instance do the bylaws contravene the constitution and/or bylaws of IABC International or those of IABC Canada District 1.
2. Ratification of bylaws, or amendments to the bylaws, may be made only by a special resolution of all chapter members eligible to vote. A two-thirds positive vote of five (5) per cent of chapter members eligible to vote will be required, providing the proposed amendment or bylaw has had prior approval of the chapter Board of Directors, does not contravene the constitution and bylaws of IABC International or IABC Canada District 1, and has been presented to the membership in writing at least fourteen (14) days before the voting deadline.
3. Pending such ratification, bylaw amendments shall be considered effective from the date of chapter Board of Directors" ratification.
4. Amendments may be proposed to the chapter Board of Directors by any member at any time, either in person or in writing. The chapter Board of Directors shall respond to or act upon any amendments within sixty (60) days of the submission of such amendment(s).

#### **Article 15. POLICY & PROCEDURES MANUAL**

1. The IABC/Calgary Board of Directors shall maintain a Policy & Procedures manual in support of these bylaws. The manual shall relate to the governance and administrative procedures of IABC/Calgary.