

IABC/CALGARY BYLAWS

OCT 2025 DRAFT

(PENDING MEMBER APPROVAL NOV 20TH)

ARTICLE 1: Name and Location

1.1 Name

The name of this Chapter shall be IABC/Calgary, a not-for-profit organization.

1.2 Location

The geographic area served by the Chapter shall include Calgary and area, as defined by IABC.

ARTICLE 2: Purpose and Objectives

The Chapter exists to advance the communication profession, create community and connection, and support the development of strategic communication professionals in alignment with IABC's purpose and vision.

The chapter is a group of members, meeting the requirements of and chartered by the IABC International Executive Board, and is affiliated with the IABC and bound by its bylaws, policies and procedures, and by the IABC Code of Ethics for professional communicators. All chartered chapters are required to sign the IABC chapter affiliation agreement.

ARTICLE 3: Membership

3.1 Membership Types

Membership categories are defined in the IABC Bylaws. Chapters adhere to these categories and do not establish new types.

3.2 Member Rights and Responsibilities

Voting rights are reserved for Professional Members in good standing. Members have the right to attend open meetings and participate in Chapter activities per global policy.

3.3 Resignation and Removal

Members may resign by providing written notice. The removal of members follows the procedures outlined in the IABC Bylaws and Code of Ethics.

ARTICLE 4: Dues

4.1 Dues and Fees

The Chapter Board sets chapter dues. As required by IABC, all members must also pay applicable international and regional dues.

ARTICLE 5: Meetings of Members and Voting

5.1 Regular Meetings

The Chapter shall hold regular meetings as determined by the Board.

5.2 Notice of Meetings

Notice shall be provided at least seven days in advance by electronic or written means.

5.3 Special Meetings

Special meetings may be called by the Board or by request of 30% of voting members.

5.4 Voting

Voting is limited to Professional Members. Proxy voting is not permitted.

5.5 Quorum

A quorum consists of a fixed number or percentage, scalable based on the size of the Chapter.

5.6 Meeting Cancellation

A majority vote of the board may cancel meetings.

5.7 Rules of Order

The Chapter adheres to Robert's Rules of Order (Revised) unless otherwise specified.

ARTICLE 6: Board of Directors

6.1 Authority

The Board governs the Chapter and upholds IABC's policies and Code of Ethics.

6.2 Composition

The Board shall include the officers as defined herein. Additional directors may be appointed as needed.

6.3 Nomination and Election

A Nominating Committee will present a slate of candidates. Members will elect directors each year.

6.4 Terms and Duties

Officers serve one-year terms, with an option to serve a second consecutive term.

6.5 Vacancies and Removal

Vacancies may be filled by Board appointment. Officers may be removed by a two-thirds vote of the Board.

6.6 Minutes

Minutes from all Board meetings shall be recorded and retained.

6.7 Liability and Indemnity

Directors and officers shall be indemnified as per applicable law and IABC policy.

6.8 Board Meetings

The Board meets at least 8 times each term, with notice given at least 14 days in advance.

ARTICLE 7: Officers and Duties

7.1 President

The president serves as the chief elected officer of IABC Calgary and exercises general supervision over executive affairs of the chapter; presides at all regular and special meetings; is an ex-officio member of all committees; represents the chapter in civic, professional and educational activities.

7.2 Vice President

The vice president acts in the absence of the president; performs other duties necessary to the office or as requested by the president and these bylaws. The president-elect automatically accedes to the office of president.

7.3 Past President

The past president provides governance oversight and continuity, performs other duties necessary to the office or as requested by the president and these bylaws.

7.4 Director of Administration

The director of administration keeps a record of all proceedings of the chapter; signs all certified copies of acts of the chapter; maintains official chapter records, bylaws, policies, procedures and other documents; prepares meeting notices; and performs other duties necessary to the office or as requested by the president and these bylaws

7.5 Director of Finance

The director of finance serves as the treasurer and chief financial officer of the chapter; controls the financial affairs of the chapter; prepares an annual budget and dues recommendations for the chapter; prepares full and interim financial reports as directed by the chapter board; performs other duties necessary to the office as requested by the president and these bylaws.

7.6 Director/Co-Director Positions

To reflect the needs of the IABC Calgary the Board of Directors may establish and/or alter the portfolio titles and duties of the director/co-director positions. Examples include director of member services, director of professional development, director of marketing, director of volunteer development, director of sponsorship.

ARTICLE 8: Finance

8.1 Authority

The Board manages all Chapter finances.

8.2 Fiscal Year

The Chapter follows the fiscal year of IABC.

8.3 Budget and Reserves

The Board approves an annual budget and maintains reserves that are appropriate for the size of the Chapter.

8.4 Compensation

Board members serve on a voluntary basis. Travel and other expenses may be reimbursed according to the Chapter's policies and procedures.

8.5 Audit

Chapters must conduct an external audit or financial review at least once every three years.

ARTICLE 9: Conflict of Interest

Board members must disclose any actual or perceived conflicts per Chapter and IABC policy.

ARTICLE 10: Non-discrimination

The Chapter will not discriminate based on race, ethnicity, gender, age, ability, sexual orientation, or any other protected status.

ARTICLE 11: Dissolution

Upon dissolution, the remaining assets will be transferred to the regional entity per IABC bylaws.

ARTICLE 12: Policies and Procedures

The Chapter maintains a Policies and Procedures Manual for operational matters not addressed in these Bylaws.

ARTICLE 13: Amendments

Amendments to these Bylaws require a two-thirds vote from the voting members, along with 14 days' prior notice. All amendments must comply with IABC Bylaws.

Optional Sections Based on Chapter Size

- Executive Committee (define only if applicable)
- Standing Committees (e.g. Finance, Nominations)
- Staff and/or Administration (if relevant)

Federal and Provincial Legislation

The board will conduct all business in accordance with all relevant federal and provincial Privacy and Anti-spam Legislation and in accordance with the regulations and requirements outlined in the *Non-Profit Corporations Act* (Canada).

- Privacy (Canada): *Personal Information Protection and Electronic Documents Act (PIPEDA)* sets out the ground rules for how organizations involved in a commercial activity can collect, use or share personal information.
- *Canada's Anti-Spam Legislation (CASL)* is designed to protect Canadians from spam and other electronic threats. It regulates the sending of commercial electronic messages (CEMs), installation of computer programs, and alteration of transmission data without consent.