

BYLAWS OF IABC LONDON

January 10, 1991 – Amended June 30, 2004, June 8, 2006

ARTICLE 1 – NAME AND LOCATION

- 1.1 The name of this organization shall be IABC London, a not-for-profit organization, herein referred to as “IABC London” or “the chapter”.
- 1.2 IABC London shall be affiliated with, and a chapter of, the International Association of Business Communicators, hereinafter referred to as IABC.
- 1.3 IABC London shall carry out its responsibilities in the province of Ontario, in London and region, as defined by IABC.
- 1.4 Upon the establishment of an additional chapter or chapters within the above described region, the area of operation of IABC London and the additional chapter(s) shall be determined by IABC.

ARTICLE 2 – MISSION

- 2.1 IABC London is a professional association dedicated to fostering communications excellence. We serve members in southwestern Ontario by identifying and meeting their changing needs, and by providing high-value professional development and networking opportunities in order to raise professional standards. In doing so, we uphold the IABC International Code of Ethics.

ARTICLE 3 – MEMBERSHIP

- 3.1 Qualification. Membership shall be composed primarily of professional organization communicators engaged in internal and/or external communication at all levels in their respective organizations.
- 3.2 Regular Membership is open to professional communicators in business, industry, not-for-profit organizations, education, government, and other organizations, educators, consultants, and freelancers in the communications field. Regular members of IABC London shall be regular members of the International Association of Business Communicators.
- 3.3 Student Membership shall be available to those persons who live and/or are engaged in a full-time course at a post-secondary institution located within the area of operation of IABC London, hold a student membership in IABC, and have paid the dues set by the Executive.
- 3.4 Lifetime Membership. This membership shall be conferred on members of IABC London as determined by the Executive Board (international).
- 3.5 Honorary Membership. This membership shall be conferred on persons who are not members of IABC London as determined by the Executive Board.
- 3.6 500 Club Membership. This membership is open to regular IABC members who have paid \$1,000 U.S. for a lifetime membership in the international and district level. They must pay chapter dues annually.
- 3.7 Service and Participation. Policies governing service and participation for all members shall be determined by the Executive Board unless otherwise set forth in these bylaws.

BYLAWS OF IABC LONDON

January 10, 1991 – Amended June 30, 2004, June 8, 2006

3.8 Duration of Membership, Resignation and Removal.

- a) Memberships shall be for the period for which dues have been paid to the International Office of IABC. Any member may resign by filing a written resignation with the President. All rights, privileges and interests of membership shall cease on termination of membership.
- b) Any member may be removed from membership for cause by a two-thirds majority vote of the Chapter Executive Board. However, for any cause other than the non-payment of dues, removal shall occur only after the member in questions has been given at least 30 days notice of the proposed termination and reasons for it. The member will have at least 15 days to respond in writing to the Chapter's Executive Board for forwarding to the Executive Committee of the International Board of IABC which shall make a final determination.

ARTICLE 4 – DUES

4.1 Establishment of Dues. Dues and other chapter fees shall be set by a two-thirds vote of the Executive Board of IABC London.

4.2 Refunds. No dues shall be refunded to a member whose membership terminates for any reason.

4.3 Cancellation. Members who fail to pay their full dues within 30 days after they become due shall be notified and dropped from the rolls and thereupon forfeit all rights and privileges of membership.

ARTICLE 5 – MEETING OF MEMBERS AND VOTING

5.1 Regular Meetings of the Chapter. A minimum of six regular meetings shall be held between July 1 and June 30. Additional meetings may be held as required.

5.2 Notice of Meetings. All members shall be sent notice (print or electronic) of meetings of the membership, including time, location and purpose of meeting, at least one week prior to the said meeting.

5.3 Special Meetings. The Executive Board may call special meetings of the membership at any time by sending notice as specified above.

5.4 Voting. Those eligible to vote shall be members meeting the requirements of membership as set forth in these bylaws, with the exception that student and honorary members shall not be eligible to vote.

5.5 Quorum. A quorum of the Executive Board shall consist of a simple majority of the total number of board members as defined in these bylaws. A quorum necessary to act on official business of the entire chapter shall consist of at least 20 per cent of the total voting membership.

5.6 Cancellation. The Executive Board, by a simple majority vote, may cancel or postpone any meeting of the chapter for cause, except those called by a quorum of the membership. Such meetings shall be held no less than 30 days after presentation of a request for a meeting signed by at least 20 per cent of the total voting membership.

BYLAWS OF IABC LONDON

January 10, 1991 – Amended June 30, 2004, June 8, 2006

- 5.7 Rules of Order. Meetings and procedures of the chapter shall be regulated and controlled according to Roberts Rules of Order (Revised) for Parliamentary Procedure except where otherwise provided in these bylaws.

ARTICLE 6 – OFFICERS

- 6.1 Governing Body. The governing body of IABC London shall be known as the Executive Board.
- 6.2 Officers. The officers of IABC London and the members of the Executive Board shall be a President, Past President, President-elect, Vice-President, Secretary and Treasurer, and Directors of Portfolios as may be created by the Executive. No motion to abolish an Executive position to which a member has been elected shall take effect until the next Annual General Meeting has been called to order.
- 6.3 Qualification for Office. Any regular member in good standing shall be eligible for nomination and election to office in IABC London.
- 6.4 Nomination of Officers. Candidates for office shall be selected by a Nominating committee consisting of the Past President (Chair), the President, and up to three members appointed by the President. Nominees will be drawn from submissions by members of IABC London. The Nominating Committee shall present its slate to the Executive Board for approval and copies of the slate shall be mailed or emailed to all voting members at least 30 days in advance of the final meeting of the year. The outgoing president shall automatically succeed to the office of Past President.
- 6.5 Election of Officers. Accompanying the slate of officers presented electronically to all voting members shall be a request to reply electronically, in favour or against the slate of officers, no later than seven days prior to the final meeting of the year or the Annual General Meeting. The Nominating Committee shall be responsible for tabulating all replies (official ballots) and announcing the officers at the Annual General Meeting or the final meeting of the year.
- 6.6 Terms of Office. Officers shall serve one-year terms from July 1 or later effective date of the election or appointment, until the following June 30, or until a successor is elected.
- 6.7 Vacancies and Removal. Vacancies in any office on the executive board shall be filled for the balance of the term by the Executive Board at any regular or special meeting in accordance with these bylaws. Successors must be named within 30 days of the vacancy. If the past president is unable to serve, the Executive Board shall appoint a past president from among former presidents of the chapter.
The Executive Board, at its discretion and following IABC policy, may remove by two-thirds vote any officer from office for cause.

ARTICLE 7 – DUTIES OF OFFICERS

- 7.1 President. The President shall serve as the Chief Executive Officer of IABC London and exercise general supervision over the Executive and chapter affairs. The President shall preside at all meetings of the Executive or the membership, serve as an ex-officio, non-voting member of all standing and ad hoc committees, represent the chapter in civic, professional and educational activities, and perform other duties as may be directed the Executive or the membership. The

BYLAWS OF IABC LONDON

January 10, 1991 – Amended June 30, 2004, June 8, 2006

President shall also serve as a chapter delegate to IABC and to the board of the IABC Canada East Region.

- 7.2 Past President. The Past President shall chair the Nominating Committee, represent the chapter as Senior Delegate of IABC London to the International Association of Business Communicators, and also perform other duties as may be directed by the President, the Executive or the membership.
- 7.3 Secretary. The Secretary shall record the minutes of all Executive Meetings and the Annual General Meeting. In addition, the Secretary shall maintain all current official chapter files which will include correspondence, a copy of these bylaws, and any other material necessary to the orderly functioning of the chapter.
- 7.4 Treasurer. The Treasurer shall have charge of the funds and the financial records of the chapter, and shall administer them as directed by these bylaws or by the Executive or membership. The Treasurer shall provide reports on the chapter's financial status to each meeting of the Executive or membership, or so often as may be required. In addition, the Treasurer shall prepare a financial statement for the Annual General Meeting of the chapter which shall be audited as prescribed herein.
- 7.5 President-Elect. Upon recommendation of the nominating committee, the President-Elect may be nominated for the President's position following their term as President-Elect. Succession to the position of President is not automatic. The nominating committee must decide whether the President-Elect should be nominated to the position of President.

During their term as President-Elect, this person may preside at a chapter Executive board meeting in the absence of the President. They shall perform other duties as directed by the President, Executive and membership.

- 7.6 Other Executive Members. The duties of other members of the Executive (Directors) shall be established by the Executive when each position is created.

ARTICLE 8 – EXECUTIVE BOARD

- 8.1 Composition. The Executive Board of IABC /London shall consist of the officers of IABC London, as defined in Article 6.
- 8.2 Authority and Responsibility. The Executive Board shall have supervision, control, and direction of the affairs of IABC London, shall determine its policy or changes therein within the limits of these bylaws, shall actively pursue its mission, and shall supervise disbursements of its funds. The Executive 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 a board of directors, executive committee, or other committees or persons.
- 8.3 Meetings. The Executive shall meet at the call of the President. If, at any time, a simple majority of the members of the Executive petition for a meeting, the President shall call a meeting within five working days.
- 8.4 Notice of Meetings. At least one week's notice of an Executive meeting shall be given to every Executive member, except in the case of a petitioned meeting, in which case notice shall be

BYLAWS OF IABC LONDON

January 10, 1991 – Amended June 30, 2004, June 8, 2006

shortened to three working days. Notice shall be given in writing, by telephone, or electronically, as so directed by a majority of Executive members.

- 8.5 Quorum. A quorum of the Executive board shall consist of a simple majority of the voting members. If a quorum cannot be mustered, a meeting may proceed and any action taken shall become valid if subsequently confirmed by recorded approval of a simple majority of members of the Executive Board.

ARTICLE 9 – COMMITTEES

- 9.1 The Executive may strike a standing or ad hoc committee necessary to conduct the affairs of IABC London and may appoint members thereof. An ad hoc committee is disbanded upon presenting its final report to the Executive.

ARTICLE 10 - EXECUTIVE COMMITTEE

- 10.1 The Executive Committee: The Executive Committee may act on behalf of the Executive Board between Executive Board meetings on all matters, pursuant to delegation of authority by the Executive Board. Actions of the Executive Committee shall be reported to the Executive Board by email or at the next regularly scheduled Executive Board meeting.
- 10.2 Composition: The Executive Committee shall consist of the Past President, President, President-Elect and Vice President. The President shall chair the Executive Committee.
- 10.3 Quorum: A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. Meetings shall be called as the business of the Association requires or at the request of a majority of the Executive Committee.

ARTICLE 11 – FINANCES

- 11.1 Fiscal year. The fiscal year of IABC London shall be from July 1 to June 30.
- 11.2 Funds. The funds of IABC London shall be deposited in such bank, trust company or credit union as the Executive may direct.
- 11.3 Authority. The Executive shall have authority over the receipts, expenses and assets of the chapter. The Executive may make policies directing the precedence of signing authority.
- 11.4 Budget. Within 90 days of the beginning of a fiscal year, the Executive shall strike a chapter operating budget covering all activities of IABC London.
- 11.5 Audits. The accounts of the chapter shall be reviewed at least annually by a Chartered Accountant. Failing that, the President-Elect and President may, without notice to the Treasurer, conduct a review of the books and present a written report to the Executive Board or the membership.
- 11.6 Reserves. The Executive or the membership may establish reserve accounts and may make rules regarding the deposit of funds to or the withdrawal of funds from the reserve account in order to provide reasonable stability of chapter finances.

BYLAWS OF IABC LONDON

January 10, 1991 – Amended June 30, 2004, June 8, 2006

- 11.7 Compensation. No member shall be compensated for service to the chapter, but nothing in this article prohibits the payment, upon Executive approval, of reasonable expenses incurred by a member in the performance of duties requested of him or her by the chapter.

ARTICLE 12 – NON-DISCRIMINATION

- 12.1 IABC London shall not deny membership or membership privileges on the basis of race, creed, religion, disability, sex, sexual orientation, age, colour or national origin.

ARTICLE 13 – DISSOLUTION

- 13.1 Upon dissolution of IABC London, any funds remaining in any account of the organization shall be forwarded to IABC.

ARTICLE 14 – AMENDMENTS

- 14.1 These bylaws may be amended by a regular or special meeting of the chapter by a two- thirds vote of a quorum necessary to conduct business. Proposed amendments to these bylaws must be submitted to the Executive board.

Amendments must receive approval of the Executive board or be petitioned by at least 10 per cent of the voting members of the chapter to be eligible for consideration by the entire membership.

Proposed amendments which meet such qualifications must be submitted to the membership at least 15 days prior to the meeting at which said amendments are to be considered for adoption. Written (print or electronic) notice of the meeting must accompany the proposed amendments.

BYLAWS OF IABC LONDON

January 10, 1991 – Amended June 30, 2004, June 8, 2006

ARTICLE 15 – PRECEDENCE

- 15.1 These bylaws and any amendment to them shall in no instance contravene the bylaws of IABC, or the bylaws of the IABC district to which this chapter belongs.

ARTICLE 16 – EXECUTION OF DOCUMENTS

- 16.1 Signing Authority. Any binding documents must be signed by two Executive board officers. Documents so signed are binding without further authorization or formality.

The board may, by agreement, appoint individuals on its behalf to sign specific documents. It may give power-of-attorney to registered dealers in securities to transfer and/or deal with any stocks, bonds or other securities of the organization.

When required, the seal of the organization may be affixed to any binding documents by any officer who has approval of the Executive board.