



## **BYLAWS**

### **IABC London International Association of Business Communicators**

#### **PREAMBLE**

##### **Section 1. Vision.**

Professional communicators at the heart of every organization.

##### **Section 2. Purpose.**

To advance the profession, create connection and develop strategic communicators.

##### **Section 3. Philosophy.**

IABC pledges to:

- Represent the global profession.
- Foster a diverse community.
- Focus on insights and results.
- Honor our Code of Ethics.

We will achieve this by being open, contemporary and professional.

#### **Article 1. Name and Location**

##### **Section 1 - Name**

The name of this Chapter shall be IABC London.

##### **Section 2 - Affiliation**

IABC London is a Chapter of the International Association of Business Communicators (the Association, or IABC), which is located in California and/or in such other localities as determined by the International Executive Board.

##### **Section 3 - Location**

The geographic area served by IABC London shall include the city and region of London, Ontario, as may be defined from time to time by the IABC.

## **Article 2. Membership**

### **Section 1 - Qualification**

Membership in this Chapter shall be composed primarily of individuals who value ethical, effective, efficient communications in their business practices and who pay annual dues to IABC International as defined in Section 4, who select IABC London as their chapter and adhere to the IABC International Code of Ethics.

### **Section 2 - Types of Membership**

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

(a) Professional Members. Professional Members include professional communicators, educators, consultants, and other professionals in the communication field; Fellows; retired communicators; and others as may be designated from time to time by the International Executive Board. Professional Members of IABC London must be Professional Members of the International Association of Business Communicators.

(b) Student Members. Student Members include students of educational institutions, as defined in IABC policy.

### **Section 3 - Member Rights**

(a) Voting rights are reserved for members of the Chapter as described in Section 2, except as otherwise provided in IABC policy or these Bylaws.

(b) Open meeting attendance. Anyone is entitled to attend and observe all meetings of the Chapter, meetings and sessions of all Chapter boards, committees, task forces, working groups, and other subgroups; no one 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) Closed meeting attendance. Only the members of the IABC London Board of Directors are entitled to attend sessions of the International Executive Board, Chapter Board or any other governing group that have been closed in accordance with law, IABC policy, Chapter policy, or these Bylaws.

### **Section 4 – Annual Dues**

(a) Establishment of Chapter Dues. Dues and other Chapter fees shall be set by a majority vote of the Board of Directors of IABC London.

(b) Dues Payment. All Members must pay applicable International, Region, and Chapter dues as defined in IABC policy.

(c) Cancellation. Membership dues shall be paid on an annual basis. Members who fail to pay their dues shall be notified and thereupon forfeit all rights and privileges of membership.

(d) Refunds. No dues shall be refunded to any Member whose membership terminates for any reason.

### **Section 5 - Duration of Membership, Resignation and Removal**

(a) Duration of Membership. Membership is effective during the period for which dues have been paid.

(b) Removal. Any Member may be removed from membership by the International Executive Board by a two-thirds vote. For any cause other than nonpayment 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 of Directors, for forwarding to the Executive Committee of the International Association of Business Communicators, which then shall make a final determination.

## **Article 3: Organizational Structure**

### **Section 1 - Administrative Year**

The Chapter's Administrative Year shall begin on July 1 when the incoming Board of Directors of IABC London begins its term and shall end on June 30.

### **Section 2 - Chapter Responsibilities**

(a) Chapter Affiliation. The Chapter is a group of Members, meeting the requirements of and chartered by the IABC International 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. All chartered chapters are required to sign the IABC Chapter Affiliation agreement.

(b) Chapter Organization. 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) Chapter Status. The Chapter shall remain in good standing, as defined by IABC Bylaws, policies, and rules.

### **Section 3 – Disciplinary Action**

Any Chapter that fails to comply with IABC bylaws, policies, procedures or the IABC Code of Ethics for Professional Communicators may be subject to disciplinary action by a two-thirds vote of the International Executive Board, as provided in IABC policy.

## **Article 4. Meetings**

### **Section 1 - Regular IABC London Board of Directors Meetings**

- (a) Regular meetings of IABC London shall be held on a regularly scheduled basis within the area served by the Chapter as the IABC London Board of Directors shall determine.
- (b) Voting. Voting rights are reserved for members of the IABC London Board of Directors.
- (c) Quorum. Quorum is a simple majority of the IABC London Board of Directors.
- (d) Proxy. Voting by proxy is not allowed for the IABC London Board of Directors meetings.

## **Section 2 - Notice of Meetings**

(a) Written Notice. All members shall be sent written notice of meetings, including time, location, and purpose of the meeting, at least one week prior to said meeting. Notice may be sent by mail or any means of electronic or any other form of transmitted or recorded communication, provided the member has consented to such method of notification.

## **Section 3 - Special Meetings (Annual General Meetings)**

- (a) The IABC London Board of Directors may call special meetings of the membership at any time by sending written notice as specified in Article 4, Section 2.
- (b) A special meeting of the membership shall be held no less than 30 days and no more than 60 days after written notice of such a meeting is sent.
- (c) Voting. Voting rights are reserved for all active IABC London Members. Votes on Chapter matters may occur via electronic tools as long as quorum can be accurately determined.
- (d) Quorum. Quorum at special meetings shall be comprised of at least ten per cent of voting Members of the Chapter, including at least a majority of the members of the IABC London Board of Directors.
- (e) Proxy. Voting by proxy is not allowed for special meetings.

## **Section 5 - Cancellation**

The IABC London Board of Directors may, by a majority vote, cancel or postpone any meeting of the Chapter, except those called by a quorum of the membership.

# **Article 5. IABC London Board of Directors**

## **Section 1 - Authority and Responsibility**

(a) The IABC London Board of Directors shall have supervision, control, and direction of the affairs of IABC London; 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; actively pursue the Chapter's mission; and supervise disbursement of its funds.

(b) The IABC London Board of Directors 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 members of the IABC London Board of Directors, or to other committees or persons.

(c) The IABC London Board of Directors shall select a Delegate and Alternate from among the Chapter President, Past President, President-Elect and Director, Finance to cast the Chapter's vote on IABC issues.

## **Section 2 – IABC London Board of Directors Composition**

The members of the IABC London Board of Directors shall consist of the directors approved by the voting membership of the Chapter.

## **Section 3 - Quorum**

(a) A quorum of the IABC London Board of Directors shall consist of a majority of the IABC London Board of Directors.

(b) If a quorum is not present, a meeting may proceed, and any action taken shall become valid if subsequently confirmed by quorum in writing of the voting members of the IABC London Board of Directors.

(c) With permission of the President, members may participate in any meeting of the IABC London Board of Directors or, any committee of the IABC London Board of Directors 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 4 – IABC London Board of Directors Meetings**

(a) The IABC London Board of Directors shall meet no fewer than six 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 4, Section 2, not less than seven days before the meeting is held.

(b) Special meetings of the IABC London Board of Directors may be called by the President or at the request of two-thirds of the IABC London Board of Directors. Members of the IABC London Board of Directors shall be notified not less than 72 hours before any such special meeting is held.

## **Section 5 - Closed Session**

(a) Vote to Close Session. The IABC London Board of Directors 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 member of the IABC London Board of Directors to hold the closed session are recorded in the minutes of the open session.

(b) Attendance and Access to Records. The only persons entitled to be present during, or review the records of, a closed session are members of the IABC London Board of Directors who are 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 IABC London Board of Directors.

### **Section 6–Resignation from the IABC London Board of Directors**

Any member of the IABC London Board of Directors may resign by filing a written resignation with the President of IABC London. All rights, privileges, and interest of a board member shall cease on termination of Board of Directors membership.

### **Section 6 - Compensation**

No member of the IABC London Board of Directors shall receive any compensation for services as a board member.

## **Article 6. IABC London Board of Directors Elections and Composition**

### **Section 1–Qualifications**

Professional Members in good standing shall be eligible for nomination for and election to the IABC London Board of Directors, providing they meet Bylaws requirements.

### **Section 2–Nominations**

(a) All Candidates for each vacant position except President and Past President shall be selected by a Nominating Committee, consisting of the Past President, President-Elect who will serve as chair and one Member appointed by the President. Nominees will be drawn from submission by Members of IABC London, including self-nomination.

(b) The President-Elect and President do not automatically accede to President and Past President, respectively.

(c) The Nominating Committee shall screen nominees under guidelines adopted by the IABC London Board of Directors, primarily on the basis of competency criteria established by IABC, with consideration for demographic and cultural diversity.

(d) The Nominating Committee shall present its slate to the IABC London Board of Directors for approval. The slate shall be sent in writing to all voting members at least 21 days in advance of the ratification meeting.

### **Section 3–Board Composition**

(a) The composition of the IABC London Board of Directors is determined by the IABC London Board of Directors, but must include a President, President-Elect, Past President, Secretary and Director, Finance. The board shall be made up of no fewer than eight and no more than 14 members, excluding the President of the Board of Directors.

(b) Members of the IABC London Board of Directors shall perform the duties necessary to the office or as prescribed by the IABC London Board of Directors, these Bylaws and Chapter policy. Refer to Appendix A for roles and responsibilities of the IABC London Board of Directors.

(c) The Past President, President and President-Elect shall serve a single one-year term. Other elected directors shall serve a two-year term and may be elected for a second consecutive term, serving on the IABC London Board of Directors for a maximum of eight years.

(d) The President may appoint members at-large to participate in board meetings and provide counsel, input and feedback to help the Chapter carry out its mission. These board members are ex-officio, non-voting members of the IABC London Board of Directors.

### **Section 5 - Vacancies or Removal**

(a) Director Vacancies. Vacancies in any role on the IABC London Board of Directors shall be filled for the balance of the term by the IABC London Board of Directors at any regular or special meeting in accordance with these Bylaws. Successors must be named within 30 days of the vacancy. In the event the President is unable to serve, the President-Elect automatically serves out the term and the following term.

(b) Director Removal. IABC London Board of Directors, at its discretion, may remove any member from the Board by majority vote.

## **Article 9. Committees**

### **Section 1 – Executive Committee**

The Executive Committee of the IABC London Board of Directors shall consist of the President-Elect, President, Past President and Director, Finance. The Executive Committee shall meet no fewer than four times during each Administrative Year at such time and at such place as the President may prescribe.

### **Section 2 - Other Standing Committees, Special Committees, and Task Forces**

The IABC London Board of Directors can appoint such other committees, subcommittees, task forces, work groups, or advisory bodies, however designated, as are necessary and which are not in conflict with other provisions of these Bylaws, and shall prescribe their duties.

The IABC London Board of Directors may delegate to any such committee any of the powers of IABC London Board of Directors, subject to any rules and procedures imposed from time to time by the IABC London Board of Directors.

Members shall serve at the pleasure of the IABC London Board of Directors, without remuneration. All such committees, subcommittees, task forces, work groups, or advisory

bodies, however designated, shall be accountable to the IABC London Board of Directors as defined in Chapter policy.

## **Article 10. Finance**

### **Section 1 - Authority**

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

### **Section 2 - Fiscal Year**

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

### **Section 3 - Budget**

The IABC London Board of Directors shall adopt an operating budget covering all activities of IABC London at the October board meeting each fiscal year, unless deferred.

### **Section 4 - Reserves**

To ensure stability and continuity of operations, the Chapter shall retain in an accessible account funds equaling a minimum of three months of the previous year's operating budget.

### **Section 5 – Records Checks**

The Director, Finance and President, as signing officers of the IABC London Board of Directors, must have a current Criminal Record Check on file with the IABC London Board of Directors. The fee for this record check will be reimbursed by IABC London.

### **Section 6 – Financial Review**

The accounts of IABC London shall be reviewed at least every three years by an independent Certified Public Accountant, approved by the IABC London Board of Directors, who shall provide a report to the IABC London Board of Directors and the membership.

## **Article 11. Operations**

### **Section 1 – Parliamentary Authority**

Chapter meetings and procedures shall be regulated and controlled according to 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, its members 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 International Executive Board may, from time to time, make, repeal, or amend rules and a Code of Conduct that shall be binding on members and staff. Any such rules and Code may relate to the general regulation of the Chapter and its members 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 IABC London Board of Directors 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**

Every member of the IABC London Board of Directors, 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.

### **Section 4 – Nondiscrimination**

IABC London shall not deny membership or membership privileges on the basis of race, ethnicity, colour, creed, religion, physical ability, gender identity, sexual orientation, age, national origin, or language.

### **Section 5 – Use of Funds**

IABC London shall use its funds only to pursue the mission specified in these Bylaws, and no part of said funds shall accrue to or be distributed to members of IABC London.

## **Article 12. Amendments**

### **Section 1 - Procedure**

These Bylaws may be amended by a quorum vote, 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 IABC London Board of Directors 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 of Directors. 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 Secretary of the Chapter. The Board of Directors 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.

### **Section 3 - Conformance with IABC Bylaws**

These Bylaws and any amendments shall in no instance contravene Bylaws of IABC. In cases where there is a conflict, IABC Bylaws and policy shall prevail.

### **Article 13. Dissolution**

On permanent dissolution of IABC London, any funds remaining in the Chapter treasury and recent bank statements shall be distributed to the Region in which the Chapter is located, in accordance with IABC governance policies and bylaws.

Approved June 4, 2020

[Dates of subsequent amendments should be added here]