



## IABC Edmonton Bylaws

*Revised April 1, 2025*

*To be reviewed at the 2025 Annual General Meeting on May 29, 2025*

### 1. Name

- 1.1. The name of the society is the International Association of Business Communicators Edmonton Chapter or IABC Edmonton. IABC Edmonton is affiliated with IABC (herein referred to as IABC International) and IABC Canada West Region.

### 2. Location

- 2.1. IABC Edmonton's geographic area includes Edmonton, the Edmonton metropolitan region and northern Alberta.

### 3. Purpose

- 3.1. IABC Edmonton advances professional standards and practices of communication within business, industry, associations, government and related organizations represented by its membership, aligning with the missions of IABC and IABC Canada West Region.

### 4. Governance

- 4.1. The governing body of IABC Edmonton shall be known as the Board of Directors.
- 4.2. The members of the Board of Directors (Directors) shall serve as the officers of IABC Edmonton.
- 4.3. The Board of Directors shall have full control and management of the affairs of IABC Edmonton as long as actions don't contradict IABC International's bylaws, policies and procedures, and the IABC Code of Ethics for Professional Communicators.
- 4.4. The administrative/operational year begins July 1 and ends on June 30 of the following year.

### 5. Bylaws

- 5.1. These are the general bylaws of IABC Edmonton and replace all previous bylaws.
- 5.2. IABC Edmonton is bound by its bylaws, in addition to IABC International's bylaws, policies and procedures, and by the IABC Code of Ethics for Professional Communicators.



- 5.3. The Board of Directors shall have the power to propose changes to bylaws necessary for the efficient operation of the chapter, providing the bylaws don't contravene the bylaws of IABC International or IABC Canada West Region or the *Societies Act*.
- 5.4. Bylaws can be rescinded, altered or added to by a special resolution of members. As defined in the *Societies Act*, a special resolution requires a super-majority of votes to pass, meaning at least 75 per cent of voting members vote in favour.
- 5.5. To be ratified, proposed bylaws must be provided to members at least 30 days before the voting deadline. Suitable forms of notification include email, newsletter and website post.
- 5.6. Pending ratification, bylaw amendments shall be considered effective from the date of the Board of Directors' ratification.
- 5.7. Any chapter member may propose bylaw amendments to the Board of Directors in writing. The Board of Directors shall respond to or act upon any amendments within 60 days of the submission.

## **6. Non-discrimination**

- 6.1. IABC Edmonton shall not deny membership or membership privileges on the basis of race, creed, religion, disability, sex, gender identity, gender expression, sexual preference, age, colour or national origin.

## **7. Membership**

### **7.1. Membership Terms**

- 7.1.1. Members include practicing and aspiring communicators with education and/or experience in internal and external organizational communication. Membership categories and terms are largely determined by IABC International.
- 7.1.2. Members include those who select IABC Edmonton as their local chapter and pay associated membership dues.
- 7.1.3. Membership is valid during the period for which membership dues are paid.
- 7.1.4. Members must adhere to the IABC Code of Ethics.

### **7.2. Membership Dues**

- 7.2.1. Membership dues are paid annually to IABC International and members are bound by the conditions imposed by IABC International.
- 7.2.2. No refunds are provided by IABC Edmonton.



### **7.3. Member Voting Rights**

- 7.3.1. All IABC Edmonton chapter members have voting rights.
- 7.3.2. Current chapter members shall be eligible to vote to elect the incoming Board of Directors.
- 7.3.3. Voting shall be conducted by secret ballot unless the Board of Directors decides otherwise. Members must vote in person unless a virtual option is presented to all members.

### **7.4. Member Attendance at Meetings**

- 7.4.1. Upon request, members may attend and observe IABC Edmonton meetings, including Board, working group, committee, task force or other meetings, at the discretion of the Board of Directors. Members are not entitled to address, interrupt or otherwise participate in such meetings without the express invitation of either the Chair or group leader, or the consent of a majority of the Board of Directors or group holding the meeting.
- 7.4.2. IABC Edmonton may establish fees for some meetings.
- 7.4.3. IABC Edmonton may call special meetings of the full membership. Members shall be notified at least one week in advance of a special meeting. Suitable forms of notification include email, newsletter and website post.

## **8. Annual General Meeting**

- 8.1. The Annual General Meeting to elect the Board of Directors and to conduct IABC Edmonton business shall be held on or before June 30 each year.
- 8.2. Members shall be notified at least 30 days in advance of the Annual General Meeting. Suitable forms of notification include email, newsletter and website post.
- 8.3. All IABC Edmonton chapter members have voting rights.
- 8.4. Quorum to act on official business of the entire chapter shall, both at general and special meetings, consist of at least 20 per cent of chapter members.

## **9. Board of Directors**

### **9.1. Composition**

- 9.1.1. The Board of Directors shall include at least a President, Past President, Vice President, Senior Director of Administration and Senior Director of Finance.



- 9.1.2. All other board members shall be determined by the Board of Directors based on the needs of the chapter.
- 9.1.3. A list of Board of Directors positions and job descriptions shall be maintained by the chapter.
- 9.1.4. Changes to director and senior director positions and responsibilities shall be determined by a majority vote of the Board of Directors, which shall include the President or the Vice President.
- 9.1.5. Special committees may be struck as required at the discretion of the Board of Directors.
- 9.1.6. Volunteers are responsible for specific functional areas under the direction of the Board of Directors and/or appropriate portfolio directors.

## **9.2. *Qualifications***

- 9.2.1. Any IABC Edmonton chapter member in good standing shall be eligible for nomination and election to the Board of Directors.
- 9.2.2. Members of the Board of Directors must have an active IABC Edmonton membership for the duration of their term(s).

## **9.3. *Nomination and Election***

### **9.3.1. *Automatic Successions***

- 9.3.1.1. The Vice President shall automatically succeed to the position of President and the President shall automatically succeed to the position of Past President.
- 9.3.1.2. Board members shall have automatic succession for the second year of their identified terms.

### **9.3.2. *Nominating Committee***

- 9.3.2.1. The Nominating Committee shall be responsible for proposing the Board of Directors slate for chapter members to vote on at the Annual General Meeting.
- 9.3.2.2. The Nominating Committee consists of the Vice President and at least two other members of the Board of Directors.
- 9.3.2.3. The Vice President is the chair of the Nominating Committee.



### 9.3.3. *Nominations*

- 9.3.3.1. The Board of Directors shall issue an open call to IABC Edmonton chapter members to fill available positions on the Board of Directors.
- 9.3.3.2. The Nominating Committee shall select candidates for each vacant position on the Board of Directors based on a majority vote.
- 9.3.3.3. Any chapter member in good standing shall be eligible to be nominated for any vacant position on the Board of Directors.
- 9.3.3.4. The Board of Directors shall not accept nominations from the floor at the Annual General Meeting.

### 9.3.4. *Voting*

- 9.3.4.1. The proposed Board of Directors slate shall be sent to members at least 30 days before the Annual General Meeting. Suitable forms of notification include email, newsletter and website post.
- 9.3.4.2. All IABC Edmonton chapter members shall be eligible to vote to elect the incoming Board of Directors.
- 9.3.4.3. Members must vote in person unless a virtual option is presented to all members.
- 9.3.4.4. The Board of Directors shall be elected by the following:
  - 9.3.4.4.1. Acclamation when only one person is nominated for each vacant position, and therefore, no nominations are contested.
  - 9.3.4.4.2. Secret ballot majority vote in situations where more than one candidate is nominated for a vacant position and therefore one or more nominations are contested.

### 9.3.5. *Election*

- 9.3.5.1. The election of the Board of Directors shall take place at the Annual General Meeting.

### 9.3.6. *Vacancies*

- 9.3.6.1. The Board of Directors shall issue an open call to active IABC Edmonton chapter members to fill available positions on the Board of Directors.



- 9.3.6.2. Vacancies throughout the year shall be filled by the President with the support of a majority of the Board of Directors' members.

**9.4. Terms of Office**

- 9.4.1. The term of office for the President, Vice President and Past President is one year and shall commence on July 1 and end on June 30.
- 9.4.2. The term of office for Directors is two years and shall commence on July 1 and end on June 30.
- 9.4.3. No member shall serve as President for more than two full terms consecutively.
- 9.4.4. Members of the Board of Directors may serve up to two consecutive terms in the same position.
- 9.4.5. The Board of Directors may remove any officer from office for cause with at least two-thirds of members of the Board of Directors in support.

**9.5. Conduct**

- 9.5.1. There shall be no self-dealing or any conduct of private business or personal services between Board of Directors and members, except as procedurally controlled to ensure openness, competitive opportunity and equal access to otherwise “inside” information.
- 9.5.2. Member distribution lists shall not be accessed or used by members for personal gain.

**9.6. Compensation**

- 9.6.1. No member of the Board of Directors shall receive any compensation for their services as a member of the Board of Directors.

**9.7. Board of Directors Meetings**

- 9.7.1. The Board of Directors shall meet at least eight times annually. Additional meetings may be held at the discretion of the President.
- 9.7.2. Special Board of Directors meetings may be called upon the instruction of any two members of the Board of Directors, provided they submit a written request to the President and specify the business to be brought before the meeting.
- 9.7.3. Meetings shall be called with at least one week's notice to members of the Board of Directors. Suitable forms of notification include email.



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

**9.8. Rules of Order**

- 9.8.1. Meetings and procedures of the Board of Directors and IABC Edmonton shall be regulated and controlled according to Robert's Rules of Order for parliamentary procedure, except as otherwise noted in these bylaws.

**9.9. Quorum**

- 9.9.1. Quorum of the Board of Directors, both at regular and special meetings, requires at least 50 per cent of board members, including either the President or Vice President.
- 9.9.2. If a quorum cannot be mustered, a meeting may proceed and any action taken shall become valid if subsequently confirmed by a majority vote by the Board of Directors.

**9.10. Duties of Officers**

9.10.1. *President*

- 9.10.1.1. The President shall serve as the chief executive officer of IABC Edmonton.
- 9.10.1.2. They exercise general supervision over the affairs of the chapter, preside at regular and special meetings, and represent IABC Edmonton in civic, professional and educational activities.
- 9.10.1.3. The President shall perform other duties necessary to the office or as prescribed by the Board of Directors.
- 9.10.1.4. In the absence of the President, duties are to be discharged by the Vice President.

9.10.2. *Vice President*

- 9.10.2.1. The Vice President shall have duties assigned by the President and act in the absence of the President. They attend regular and special meetings, serve as a member of the Board of Directors, chair the Nominating Committee, represent the chapter in regional IABC affairs, and undertake special projects as requested.
- 9.10.2.2. In the absence of the Vice President, duties are to be discharged to a member of the Board of Directors, as selected by the Board of Directors.



9.10.3. *Past President*

- 9.10.3.1. The Past President shall attend regular and special meetings, serve as a member of the Board of Directors, provide counsel to the board and undertake special projects as requested.

9.10.4. *Senior Director of Finance*

- 9.10.4.1. The Senior Director of Finance shall control the chapter's financial affairs, consistent with the bylaws and directions of the Board of Directors and general membership.
- 9.10.4.2. The Senior Director of Finance will prepare quarterly financial reports for the Board of Directors and arrange for annual audited financial statements.
- 9.10.4.3. In the absence of the Senior Director of Finance, duties are to be discharged to a member of the Board of Directors, as selected by the Board of Directors.

9.10.5. *Senior Director of Administration*

- 9.10.5.1. The Senior Director of Administration shall attend regular and special meetings of chapter members and Board of Directors, serve as a member of the Board of Directors, maintain chapter records including minutes, and record all actions of the Board of Directors and all business of IABC Edmonton.
- 9.10.5.2. In the absence of the Senior Director of Administration, duties are to be discharged to a member of the Board of Directors, as selected by the Board of Directors.

9.10.6. *Directors*

- 9.10.6.1. Directors serve as members of the Board of Directors and perform duties as assigned in the chapter's job descriptions.
- 9.10.6.2. Directors provide strategic and administrative direction and leadership in key functional areas, contributing to the chapter's operation, achieving its goals, and delivering services to members.
- 9.10.6.3. Senior Directors are also responsible for leading their respective teams.

**10. Financials**

**10.1. Fiscal Year**

- 10.1.1. The chapter fiscal year shall commence January 1 and end December 31.





## **10.2. Authority**

- 10.2.1. The Board of Directors shall have authority over the receipts, expenditures and assets of IABC Edmonton.

## **10.3. Budget**

- 10.3.1. The Board of Directors shall table and approve an operating budget covering all activities of IABC Edmonton at least 30 days before the calendar year ends.
- 10.3.2. Once approved, a budget summary shall be shared with chapter members within 30 days of approval by the Board of Directors.
- 10.3.3. As per IABC International guidelines, an amount of at least three-to-four times the current year's budgeted expenses will be retained as a working capital fund.
- 10.3.4. Accumulated excess of revenue over expenses will be designated into a specified reserve fund or used for special projects as approved by the Board of Directors.

## **10.4. Reserves**

- 10.4.1. Financial reserves as identified in the chapter financial statement and approved by the Board of Directors shall be retained from chapter funds.
- 10.4.2. Removal of funds from the reserve up to 25 per cent must be approved by a majority vote of the Board of Directors, which must include the President or Vice President.
- 10.4.3. The chapter membership must be notified by the Director of Finance at least 15 days in advance if more than 25 per cent of the reserve will be removed. Suitable forms of notification include email, newsletter and website post.
- 10.4.4. It is recommended that the levels of reserves be maintained at an amount that is equal to the total revenue from chapter dues for the previous year.

## **10.5. Revenue**

- 10.5.1. The chapter shall obtain its income from the dues rebate allocated from IABC International, from the proceeds of seminars, workshops and other programs, from advertising and sponsorship, and from special events and projects.
- 10.5.2. IABC Edmonton shall use its funds to pursue the mission specified by IABC International. No part of said funds shall be distributed to members of IABC Edmonton.



**10.6. Borrowing**

- 10.6.1. IABC Edmonton shall not borrow money for its operations.

**10.7. Institution**

- 10.7.1. Funds of the chapter shall be deposited in member institutions of the Canada Deposit Insurance Corporation or other registered financial institutions that guarantee the security of deposits and may not be withdrawn against the signature of one single officer acting alone.

**10.8. Expenditure Limit**

- 10.8.1. No previously unapproved expenditures exceeding \$500 shall be charged to the chapter unless approved through a majority vote of the Board of Directors, which shall include the President or Vice President.

**10.9. Audited Financial Statements**

- 10.9.1. The financial statements of the chapter shall be reviewed annually by either an accountant (CPA) or two members of the Board of Directors, to be determined based on a majority vote of the Board of Directors. Auditing board members must volunteer and have the support of the President or Vice President. Audited financial statements shall be published and submitted to members within 120 days of the fiscal year-end. Suitable forms of notification include email, newsletter and website post.
- 10.9.2. The Board of Directors shall review the chapter finances, including monthly reconciliation, at least quarterly.

**11. Society Returns**

- 11.1. The Senior Director of Finance shall be responsible for ensuring the annual reporting and renewal of society status as required by provincial legislation.

**12. Society Seal**

- 12.1. The Board of Directors is responsible for maintaining the society's seal and using it as needed.

**13. Liability**

- 13.1. The chapter shall support members of the Board of Directors in the event of any error in judgment, or for failure to take action based on the advice of counsel, or for anything done or omitted in good faith when working in the best interests of IABC Edmonton and its membership.



- 13.2. The Board of Directors shall maintain a directors and officers liability insurance policy to protect board members personally from claims that may arise from activities conducted by the Board while executing the chapter's mandate.

#### **14. Dissolution**

- 14.1. IABC Edmonton may be dissolved by a special resolution of chapter members. As defined in the *Societies Act*, a special resolution requires a super-majority of votes to pass, meaning at least 75 per cent of voting members vote in favour.
- 14.2. To be ratified, the notice of proposed dissolution must be provided to members at least 30 days before the voting deadline. Suitable forms of notification include email, newsletter and website post.
- 14.3. On dissolution of IABC Edmonton, upon payment of any just debts, any funds remaining shall be distributed to IABC International.