

ARTICLE 1: NAME AND LOCATION

Section 1. Name. The name of this organization shall be International Association of Business Communicators (IABC) Newfoundland and Labrador Inc., a not-for-profit organization. IABC Newfoundland and Labrador Inc. shall be affiliated with the International Association of Business Communicators.

Section 2. Location. The geographical area served by IABC Newfoundland and Labrador Inc. shall be the province of Newfoundland and Labrador.

ARTICLE 2: MISSION

Section 1. IABC Newfoundland and Labrador Inc. is dedicated to:

- Providing lifelong learning opportunities that give members the tools and information they need to be the best in the field of communications.
- Sharing with our membership the best communication practices, ideas and experiences that will enable the development of highly ethical and effective performance standards for our profession.
- Championing the communication profession.
- Providing opportunities to share information, learn and network with other communicators.

ARTICLE 3: MEMBERSHIP

Section 1. Qualification. Membership in this organization shall be open to those who meet the requirements set by the International Association of Business Communicators.

Section 2. Regular Membership. Members include professional communicators, educators, consultants and other professionals in the communications field. Regular members of IABC Newfoundland and Labrador Inc. shall be regular members of the International Association of Business Communicators.

Section 3. Student membership. Student Membership is open to students of post-secondary educational institutions, as defined by the International Association of Business Communicators.

Section 4. 500 Club. 500 Club members are members of IABC for life at the international and district/regional levels. 500 Club members pay annual IABC Newfoundland and Labrador Inc. dues and are considered regular members of IABC.

Section 5. Service and participation. Policies governing service and participation for all members shall be determined by the board of IABC Newfoundland and Labrador Inc., unless otherwise set forth in these bylaws.

Section 6. Duration of chapter membership, resignation and removal. Chapter membership shall be for the period which dues are paid. Any member may resign by filing a written resignation with the president. All rights, privileges and interests of a member in or to IABC Newfoundland and Labrador Inc. shall cease on termination of membership. Any member shall be removed from membership by the board, for any violation of the IABC Code of Ethics, by a two-thirds vote of the IABC Newfoundland and Labrador Inc. Board as defined in Article 6. For any cause other than non-payment 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 it. The member will have at least 15 days to respond in writing to the board for forwarding to the executive committee of the International Association of Business Communicators, which then shall make a final determination.

ARTICLE 4: DUES

Section 1. Establishment of Dues. Dues and other chapter fees shall be set by a two-thirds vote of the Board of IABC Newfoundland and Labrador Inc. as defined in Article 7.

Section 2. Refunds. No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE 5: ORGANIZATIONAL STRUCTURE

Section 1. The Board, at its discretion, may establish committees or designate specific roles within IABC Newfoundland and Labrador Inc. to provide service to specific geographical, functional or other interests.

ARTICLE 6: GOVERNING BODY AND OFFICERS

Section 1. Governing body. The governing body of IABC Newfoundland and Labrador Inc. shall be known as the IABC Newfoundland and Labrador Inc. Board of Directors, or simply the Board.

Section 2. Officers. The members of the Board of IABC Newfoundland and Labrador Inc., shall be:

President

Immediate Past President

Vice President and President Elect

Secretary to the Board

Director of Professional Development

Director of Communications

Director of Membership Development and Marketing

Director of Networking and Special Events

Director of Sponsorship/Pinnacle Awards Chair

Member at Large – Professional Development

Member at Large – Communications

Member at Large – Membership Development and Marketing

Member at Large – Networking and Special Events

The Board may appoint additional voting members at large to the Board at its discretion. The Board may also appoint members to the Board in an ex-officio capacity.

Section 3. Qualifications for office. Any regular member in good standing shall be eligible for nomination and election to office in IABC Newfoundland and Labrador Inc.

Section 4. Nomination of officers. Candidates for office shall be selected by a nominating committee consisting of the immediate past president, who will serve as chair, the president, president – elect. Additional members of the committee may be added at the Chair's discretion.

Nominees will be drawn from submissions by members of IABC Newfoundland and Labrador Inc. Nominees for president elect shall have been a member of IABC Newfoundland and Labrador Inc. for at least two years, with at least one year served on the Board.

The Nominating Committee shall present its slate to the Board for approval, and copies of the slate shall be forwarded to all voting members 30 days in advance of the final meeting of the year. The outgoing president shall automatically succeed to the office of past president.

Section 5. Duties of Board Members. Duties of Board Members shall be as described in the IABC Newfoundland and Labrador Inc. Policy Manual.

ARTICLE 7: ELECTION AND REMOVAL OF OFFICERS

Section 1. Election of officers. With the exception of the positions of president and past president, which are filled by automatic succession by the vice president/president elect and by the current president, the IABC Newfoundland and Labrador Inc. Board shall be confirmed by the following process:

- a. Nominations open 90 days before the end of the fiscal year.
- b. At that time, there will be an open call to the membership for interest in serving on the board – interested parties will be expected to complete a nomination form.
- c. The nominating committee (as per Article 6, section 4) prepare a slate for the membership
- d. 30 days before the annual general meeting, the slate is presented to the membership.
- e. Slate to be approved by the membership at the annual general meeting.

Section 2. Terms of office. All officers shall serve one-year terms on a fiscal-year basis, or until a successor[s] is duly elected.

Section 3. Vacancies on the Chapter Board

The Board, at its discretion, may remove any officer from office for violation of the IABC code of ethics, or for contravening/neglecting the duties of office, as outlined by these bylaws and accompanying policies. The final decision to remove an officer must be approved by a two-thirds vote of the Board.

In the event of a mid-term vacancy on the Board, the position will be filled by a chapter member eligible to vote, to be approved by the Board within 45 days of notification of the vacancy.

ARTICLE 8: RIGHTS OF MEMBERS, MEETINGS OF MEMBERS AND VOTING

Section 1. Meetings of Members. The Board may call a special Meeting of Members (including the Annual General Meeting) at any time by sending written notice (as specified in Article 8, Section 2) to the membership. Any member in good standing may petition for a special meeting of members, provided they have the support of at least 20 percent of the members in good standing. Such a petition must be made at least 15 days prior to the proposed meeting date.

Section 2. Notice and Cancellation of meetings. All members shall be sent written notice of meetings of members, including time, location and purpose of the meeting, at least 30 days prior to said meeting. Meetings of members called by a quorum of the membership cannot be cancelled; such meetings shall be held no less than 30 days after presentation of a request for a meeting signed by at least 20 percent of the total voting membership.

Section 3. Voting. Those eligible to vote shall be members meeting the requirements of membership as set forth in these bylaws, with the exception that students shall not be eligible to vote.

Section 4. Quorum. A quorum necessary to act on official business of the entire chapter shall consist of at least 20 percent of the total voting membership.

Section 5. Rules of Order. Meetings and procedures of IABC Newfoundland and Labrador Inc. shall be regulated and controlled according to Robert's Rules of Order [Revised] for parliamentary procedure, except as otherwise provided by these bylaws.

Section 6. Rights of Members. All members of IABC Newfoundland and Labrador Inc. have the right to attend Board meetings in an observation capacity and/or request minutes of Board meetings.

ARTICLE 9: THE BOARD, MEETINGS OF THE BOARD AND VOTING

Section 1. Authority and responsibility. The Board shall have supervision, control and direction of the affairs of IABC Newfoundland and Labrador Inc.; 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 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 an executive committee, or other committees or persons.

Section 2. Regular meetings. Regular meetings of the IABC Newfoundland and Labrador Inc. Board shall be held according to a schedule to be determined by the Board, and in any case at least once every quarter (four times per year).

Section 3. Notice of meetings and cancellation of meetings. Board members shall be sent written notice of meetings, including time, location and purpose of the meeting, two weeks prior to said meeting. The Board, by a majority vote or at the discretion of the Board president, may cancel or postpone any meeting of the Board for cause.

Section 4. Voting. All Board members shall be eligible to vote, with the exception of ex-officio Board members as outlined in these bylaws.

Section 5. Quorum. A quorum of the Board shall consist of a majority of the total number of Board members, as defined in these bylaws. Any decisions made at meetings where quorum is not met must be approved at the subsequent meeting of the board where quorum is available.

Section 6. Rules of Order. Meetings and procedures of IABC Newfoundland and Labrador Inc. shall be regulated and controlled according to Robert's Rules of Order [Revised] for parliamentary procedure, except as otherwise provided by these bylaws.

ARTICLE 10: DUTIES OF OFFICERS

Section 1. The officers of the board are the president, immediate past president, vice president/president elect and the secretary to the board. Three of the four officers shall have signing authority for the board, two of which shall be the president and vice president/president elect.

ARTICLE 11: EXECUTIVE COMMITTEE

Section 1: An executive committee of IABC Newfoundland and Labrador Inc. shall be established at the discretion of the Board and would consist of past president, president, vice president and secretary.

ARTICLE 12: STANDING AND SPECIAL COMMITTEES

Section 1. The Board shall appoint and administer standing and special committees necessary to conduct the affairs of IABC Newfoundland and Labrador Inc.

ARTICLE 13: FINANCE

Section 1. Authority. The Board shall have authority over the receipts, expenditures, and assets of IABC Newfoundland and Labrador Inc.

Section 2. Fiscal year. The fiscal year of IABC Newfoundland and Labrador Inc. shall be from July 1st to June 30th.

Section 3. Budget. The Board shall adopt, in advance of each fiscal and/or administrative year, an operating budget covering all activities of IABC Newfoundland and Labrador Inc.

Section 4. Reserves. Financial reserves as deemed appropriate by the Board shall be retained from chapter funds or developed to provide reasonable stability of finances.

Section 5. Compensation. Officers shall not receive any compensation from IABC Newfoundland and Labrador Inc. for their services as officers.

Section 6. Audits. The finances of IABC Newfoundland and Labrador Inc. shall be either reviewed or audited annually by an accounting professional chosen by the Board. A written report shall be provided to the membership.

ARTICLE 14: POLICY MANUAL

Section 1. The Board shall maintain a policy manual in support of these bylaws. The policy manual shall relate to the governance and administrative procedures of IABC Newfoundland and Labrador Inc. Changes to the policy manual must be documented and approved by the Board.

ARTICLE 15: NON-DISCRIMINATION

Section 1. IABC Newfoundland and Labrador Inc. shall not accept any organizational unit that denies membership or membership privileges, nor shall it deny membership or membership privileges itself, on the basis of race, creed, religion, disability, sex, sexual preference, age, colour or national origin.

ARTICLE 16: DISSOLUTION

Section 1. IABC Newfoundland and Labrador Inc. shall use its funds only to pursue the mission specified in these bylaws, and no part of said funds shall be distributed to members of IABC Newfoundland and Labrador Inc. On dissolution of IABC Newfoundland and Labrador Inc., any funds remaining shall be distributed to the International Association of Business Communicators – International Headquarters.

ARTICLE 17: AMENDMENTS

Section 1. These bylaws may be amended at a regular or special meeting of IABC Newfoundland and Labrador Inc. by a two-thirds vote of a quorum necessary to conduct business. Proposed amendments to these bylaws must be submitted to the Board. Amendments must receive approval of either the Board or be petitioned by at least 20 percent of the voting members of the chapter to be eligible for consideration by the entire voting 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 notice of the meetings must accompany the proposed amendments.