



International Association of Business Communicators Canberra

IABC CANBERRA BYLAWS

PREAMBLE

The IABC Canberra Chapter fully supports the vision, mission, philosophy and purpose of the International Association of Business Communicators (hereinafter called IABC) as set out in the Association's Bylaws. Chapter activities and functions shall comply with IABC's bylaws, policies, procedures and the IABC Code of Ethics for Professional Communicators.

ARTICLE 1. NAME AND LOCATION

Section 1 - Name

The name of this Chapter shall be IABC Canberra.

Section 2 - Affiliation

IABC Canberra is a Chapter of the International Association of Business Communicators (the Association, or IABC), with headquarters in San Francisco, California, USA.

Section 3 - Location

The geographic area served by IABC Canberra shall include the city of Canberra, as may be defined from time to time by the IABC Executive Board.

ARTICLE 2. MISSION

IABC Canberra supports the IABC mission which is to:

- (a) Provide lifelong learning opportunities that give IABC members the tools and information they need to be the best in their chosen disciplines.
- (b) Share among our membership best global communication practices, ideas, and experiences that will enable the development of highly ethical and effective performance standards for our profession.
- (c) Shape the future of the profession through ground-breaking research.
- (d) Champion the communication profession to business leaders.

(e) Unite the communication profession worldwide in one diverse, multifaceted organization under the banner of the International Association of Business Communicators.

ARTICLE 3. MEMBERSHIP

Section 1 - Qualification

Membership in this organization shall be composed primarily of professional communicators who value ethical, effective, efficient communications in their business practices.

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 communications; and others as may be designated from time to time by the IABC Executive Board.
- (b) Student Members. Student Membership is available to any person who is recognized as a student at any educational institution, as defined in IABC policy.
- (c) Lifetime, Fellow and Honorary Membership is available to any member of IABC in recognition of service to IABC and the profession as determined by the IABC International Executive Board and as nominated by the Committee.
- (d) Membership Sections. The Executive Board may establish membership sections or other organizational units based on professional, industry, or specialized fields, or other criteria that the Executive Board may determine from time to time.
- (e) Service and Participation. Policies governing services and participation for all membership categories and sections shall be determined by the Executive Board, unless otherwise stipulated in these Bylaws.

Section 3 - Member Rights

- (a) Voting rights are reserved for Professional Members of the Association.
- (b) Professional Members are entitled to attend and observe all meetings of the Association, the Chapter, and its Executive Board, and meetings of all Association and Chapter boards, committees, task forces, work groups, forums, and similar subgroups and sessions; however, no member or visitor 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) Professional Members are not entitled to attend sessions of the Executive Board or any other governing group that have been closed in accordance with law, IABC policy, Chapter policy, or these Bylaws.

Section 4 - Duration of Membership; Resignation and Removal

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

- (b) Any Member may resign by filing a written resignation with the Secretary or with IABC. All rights, privileges, and interest of a Member in or to IABC Canberra shall cease on termination of membership.
- (c) Any Member may be removed from membership by a two-thirds vote of the Canberra Chapter. 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 which will then make a determination. The termination may be appealed to the IABC Executive Board within 30 days of notice of termination. No dues shall be refunded.

ARTICLE 4. DUES

Section 1 - Establishment of Dues

International dues are established and paid in accordance with IABC policy.

Section 2 - Cancellation

Members who fail to pay their dues within two months after they are due shall be notified and dropped from the rolls, and thereupon forfeit all rights and privileges of membership.

Section 3 - Refunds

No dues shall be refunded to any Member whose membership terminates for any reason.

ARTICLE 5. ORGANIZATIONAL STRUCTURE

Section 1 - Administrative Year

The Chapter's Administrative Year shall begin when the incoming Executive Board and officers begin their terms and shall end when the next Executive Board and officers begin their terms the subsequent year. This will be from 1 July to 30 June to align with other IABC regions and the International Board Executive year.

Section 2 - Chapter Responsibilities

- (a) The Chapter is a group of Members, meeting the requirements of and chartered by the IABC 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.
- (b) 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) The Chapter shall remain in good standing, as defined by IABC Bylaws, policies, and procedures.

ARTICLE 6. MEETINGS OF MEMBERS AND VOTING

Section 1 - Regular Meetings

Regular meetings of IABC Canberra shall be held monthly at such times and locations within the area served by the Chapter as the Executive Board shall determine.

Section 2 – Annual Meeting

- (a) The Canberra Chapter shall conduct an Annual General Meeting each year for election of officers and to conduct Chapter business.
- (b) Each Canberra members shall be eligible to vote on Chapter issues.
- (c) Electronic voting may be available in order to encourage great member participation in the Chapter's governance.

Section 3 - Notice of Meetings

- (a) All regular members shall be sent written notice of meetings, including time, location (including virtual), and purpose of the meeting, at least one week prior to said meeting.
- (b) Any notice shall be sent by mail or any means of electronic or any other form of transmitted or recorded communication. Electronic mail may be used for notices at the discretion of the Executive Board.

Special Meetings

- (c) The Executive Board may call special meetings of the membership at any time by sending written notice as specified in Section 3.
- (d) A special meeting of the membership shall be held no less than 30 days after presentation of a request for such a meeting, delivered to the Secretary and signed by at least 50 percent of the total voting membership.

Section 4 - Voting

- (a) Voting rights are reserved for Professional Members of the Association. Student and Honorary members shall not be eligible to vote.
- (b) Each Professional Member shall have one vote
- (c) When any law or these bylaws require a measure to be approved, it must be by a simple majority.
- (d) Voting on all matters may be conducted by any means allowable by the Association, including mail, video conference, email or other electronic means.

Section 5 - Quorum

A quorum necessary to act on official business of the entire Chapter shall consist of at least 50 percent of the total voting membership.

Section 6 – Postponement or cancellation

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

ARTICLE 7. BOARD

Section 1. Authority and Responsibility.

- (a) The IABC Canberra Board shall have supervision, control, and direction of the affairs of IABC Canberra, 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 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 the President, the officers, or to other committees or persons.
- (c) The Board shall select a Delegate and Alternate from among the Chapter President, Past President, and President-Elect to cast the Chapter's vote on IABC issues.
- (d) The Chapter President may, at his or her discretion, assign special projects to members, as determined from time to time by the Executive Board, and designate their duties and responsibilities. Members managing special assignments shall, with the consent of the Board, form committees, work groups or task forces or any size as necessary to accomplish their duties. Any such committee, work group or task force members shall be selected under guidelines adopted by the Board and in accordance with IABC bylaws.

Section 2 - Composition

- (a) The Executive Board of IABC Canberra shall consist of President, Past President, Vice President, Secretary-Treasurer, and directors at large responsible for specific portfolios including:
 - (b) Membership
 - (c) Communication
 - (d) Professional Development and Recognition
 - (e) Events
 - (f) Sponsorship
- (g) The Vice President may lead or supervise one of the portfolios. The President may appoint other members to the Board for a specific purpose, subject to the Board's approval.

Section 3 – Quorum

- (a) A quorum of the Executive Board shall consist of a majority of its members.
- (b) If a quorum is not present, the meeting may proceed, and any action taken shall become valid if subsequently confirmed by in writing of the voting members of the Executive Board. A simple major of those voting shall suffice, except where otherwise required under these bylaws.
- (c) With permission of the President, members may participate in any meeting of the Executive Board or any committee of the Executive Board 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 - Meetings

- (a) The IABC Canberra Board shall meet monthly at such place as the President may prescribe.
- (b) Notice of all such meetings shall be given to Executive Board members not less than 14 days before the meeting is held.
- (c) Special meetings of the Board may be called by the President or at the request of two-thirds of the officers. Officers shall be notified not less than 72 hours before any such special meeting is held. No director who is unable to attend a meeting may grant a proxy to another member of the Board or to any other member.

Section 5 - Closed Session

- (a) The Board 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 Executive Board member to hold the closed session are recorded in the minutes of the open session.
- (b) The only persons entitled to be present during, or review the records of, a closed session are those 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 Executive Board.

Section 6 - Compensation

No member of the Executive Board shall receive any compensation for services as an officer or Executive Board member.

ARTICLE 8. BOARD OFFICERS AND DIRECTORS

Section 1 - Qualifications for Office

Regular Members in good standing shall be eligible for nomination for and election to office, providing they meet Bylaws requirements.

Section 2 – Nominations

The Vice President shall serve a one-year term with automatic succession to President.

The President shall serve a one-year term with automatic succession to Past President.

The Past President will serve a one-year term and may be elected to a subsequent role

The remaining Directors shall serve a one-year term and may be elected for subsequent consecutive terms, or to a different portfolio.

Nominees may be drawn from submissions from any Chapter member, including self-nomination.

Section 3 - Officers

The officers of IABC Canberra shall consist of President, Past President, Vice President, Secretary-Treasurer, and directors at large responsible for specific portfolios including:

- Membership
- Communication
- Professional Development and recognition
- Events

- Sponsorship

These officers shall perform the duties necessary to the office or as prescribed by the Executive Board, these Bylaws, Chapter policy, and the parliamentary authority adopted by the Chapter.

Section 4 – Duties of Officers and Directors

President

The President is the chief elected officer of the Chapter, and will:

- Exercise general supervision over executive affairs of the Chapter, and lead with integrity and ethical conduct, ensuring that overall governance and adherence to IABC vision and integrity
- Preside at all Annual and Special meetings, as well as Chapter Board meetings
- Briefs and induct new board members
- Represents the Chapter in the community, and at relevant IABC meetings, and liaises with other Chapter Presidents, Asia Pacific and International
- Works with Secretary/VP to conduct board meetings
- Briefs President-elect/VP on all matters
- Acts as media spokesperson for the chapter
- Attends World Conference and votes on behalf of Chapter
- Attends Leadership Institute as appropriate
- Meets with Corporate Members at least once a year
- Represent or appoint a representative of the Chapter at meetings of other organisations and at public events

Vice President (with automatic succession to President)

- Deputises in President's absence
- Leads strategy development activities and monitors progress towards goals
- Coordinates all IABC Canberra activities
- Works with President and other board members to produce and issue monthly newsletters and information updates
- Manages implementation of sponsorship/endorsement agreements in consultation with Sponsorship lead and professional conference organizers
- Works closely with the Treasurer to develop and manage budgets, and receives all business cases requesting funding
- Steps in to assist VP/Chairs as required and acts in vacant roles if required
- Liaise with other board members to ensure success of overall programs

Past President (the previous year's President)

- Duties assigned by the President and the Chapter's bylaws
- Assist with board development, including nominations for the Board and committees
- Helps identify members to participate on local and international committees
- Provides strategic counsel to the President, and the Board

Secretary-Treasurer

- Serves as chief financial officer

- Ensures that all monies are managed responsibly and with the best interests of Canberra members in mind
- Prepares and controls the annual budget for the Chapter
- Prepares and certifies financial reports as required by ACT legislation and IABC
- Handles banking for Chapter including maintaining appropriate records including invoicing, receipts, payments, reimbursements (in conjunction with bookkeeper if required)
- Liaises with IABC Finance to meet reporting requirements
- Makes recommendations to the board related to budget
- Coordinates audit of books annually for IABC International and reports figures for AGM
- Organises board meeting venue and calendar for year ahead
- Calls for agenda items two weeks ahead, compiles and sends out agenda one week ahead
- Maintains a record of all proceedings as well as all official records including bylaws, policies, procedures
- Prepares reports for AGM and fulfills the requirements of and incorporated association
- Checks email inquiries and responds

Membership

- Tracks new and renewing members via MMA database and follow up lapsed members, and ensures that new members are incorporated into the databases
- Manage member queries, and email members about to expire
- Thanks and engages with new and renewing members
- Maintains membership information on the IABC Canberra website, as well as other membership collateral
- Works closely with the board to ensure member benefits are promoted and drives member recruitment initiatives
- Manages relationships with corporate members
- Liaises with HQ regarding materials, promotions and corporate memberships
- Reports on membership status at board meetings
- Develops and implements processes to ensure we liaise with non-members that attend our events in the hope they become members

Communication

- Develops a communication strategy for the Chapter
- Coordinates an annual content strategy
- Coordinates Chapter website, newsletters and social media content
- Coordinates with IABC HQ communications to deliver tailored content
- Promote international, regional and local initiatives
- Promotes the international brand and tag line and usage by the local chapter

Professional development and recognition

- Identify professional development needs and develop relevant policies and activities
- Oversee implementation and promotion of Gold Quills
- Coordinate professional development workshops/ masterclasses
- Coordinate the mentoring program

Events

- Develop events strategy and calendar
- With Membership and Sponsorship Presidents, liaise with corporate members and sponsors to ensure input into the events program
- Plan and coordinate membership events, proactively seeking speakers and topics
- Project manage all events, and work with volunteers to deliver individual events
- Coordinate or write the promotional piece and activities for each event
- Report on profitability and value of each event

Sponsorship

- Maintains a positive and beneficial relationship with existing sponsors or partners
- Prepares and executes a sponsorship strategy
- Identifies and approaches new opportunities for partnerships – whether in-kind or paid
- Drafts sponsorship agreements and implementation plans
- Develops, refines and maintains the sponsorship program
- Develops and maintains a sponsorship profile of IABC Canberra
- Identifies and considers alternative models for sponsorship

Section 4 - Election of Officers

Officers and Directors shall be elected at the Chapter's Annual General Meeting. The roles shall take effect immediately and shall hold office until replaced by their duly elected and qualified successors.

Section 5 - Vacancies or Removal

- (a) Vacancies in any office on the Board shall be filled for the balance of the term by the 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.
- (a) The Executive Board, at its discretion and following IABC and Chapter policy, may, by two-thirds vote, remove any officer from office.
- (b) Any board member who misses three meetings in a year without explanation may be asked by the board to resign.

ARTICLE 9. COMMITTEES

Section 1 - Selection Criteria

Committee, work group, and task force members, however designated, shall be selected primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic, and professional diversity. Except as otherwise provided by these Bylaws, the

President shall appoint chairpersons of all committees, work groups, and task forces, however designated.

ARTICLE 10. FINANCE

Section 1 - Authority

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

Section 2 - Fiscal Year

The fiscal year of IABC Canberra shall be the same as that of the International Association of Business Communicators.

Section 3 - Budget

In advance of each fiscal year, the Executive Board shall adopt an operating budget covering all activities of IABC Canberra.

Section 4 - Reserves

The Executive Board shall develop policies and shall retain or develop financial reserves it deems adequate to provide reasonable financial stability of the Chapter and continuity of its operations and member services.

Section 5 – Annual accounts

The accounts of the Chapter shall be prepared annually in accordance with IABC policy and procedures.

Section 6 - Audit

The accounts of IABC Canberra shall be audited not less than annually by an independent Certified Public Accountant, approved by the Executive Board, who shall provide a report to the Executive Board and to IABC. The audit report shall be approved by a simple majority vote at the Annual General Meeting.

ARTICLE 11. OPERATIONS

Section 1 - Authority

Meetings and procedures of IABC Canberra shall be regulated and controlled according to the current edition of *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 and 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.

(b) Rules, Regulations, and Policies. The Executive Board 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 honors 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 Officers, Directors, and Others

Every officer or Director of IABC Canberra in exercising the powers and discharging the duties of an officer or 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 – Non-discrimination

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

ARTICLE 13. AMENDMENT OF BYLAWS

- (a) These bylaws may be amended by a majority of members (including proxies) who vote as notified not less than 30 days in advance
- (b) In the absence of sufficient voting members, the International Executive Board may confirm amendments
- (c) Amendments must receive approval of the IABC Canberra Board before proceeding to vote.
- (d) These Bylaws and any amendments to them shall in no instance contravene IABC Bylaws. In cases where there is a conflict, IABC bylaws and policy will prevail.

ARTICLE 14. DISSOLUTION

Section 1. Motion to Dissolve

The Chapter can only be dissolved by IABC as set forth in IABC bylaws and policies.

Section 2. Dispersal of Funds

IABC Canberra 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 Canberra.

On dissolution of IABC Canberra any funds remaining shall be distributed to the International Association of Business Communicators.

Approved: 2016

[Dates of subsequent amendments should be added here]