

IABC/TORONTO

Constitution of IABC/Toronto chapter

Approved by Chapter Membership: March 2013

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Article 1 Name

The name of this organization shall be IABC/Toronto. This organization, herein referred to as the chapter, shall be affiliated with IABC/AIPC Canada East Region/Région de l'Est du Canada (International Association of Business Communicators/L'Association Internationale des professionnels de la communication), and the parent organization, IABC (International Association of Business Communicators), headquartered in San Francisco, USA.

Article 2 Purpose & Objectives

The purpose of the chapter shall be to enable a network of communicators working in diverse industries and disciplines to identify, share and apply effective communication practices. The chapter is part of IABC, which is recognized as the professional association of choice for communicators who aspire to excel in their chosen fields.

This purpose shall be carried out in accordance with the objectives noted in the constitutions and bylaws of IABC and IABC Canada East Region/AIPC Region Est du Canada.

Article 3 Membership and Dues

Membership

Membership shall be in any one of the classifications outlined in the bylaws and policies of IABC, the parent organization. All members of the chapter shall have benefits in addition to those provided by the parent organization and Canada East Region as determined and provided by the chapter's board and committees.

Only professional members (as defined by the parent organization) may vote and hold office as members of the IABC/Toronto chapter board.

Dues

Membership dues are collected by or forwarded to IABC World Headquarters, which rebates designated portions back to the region and the chapter.

Chapter dues may be established or changed by a two-thirds vote of the chapter board. Emergency assessments may be imposed by a two-thirds vote of the chapter board and a vote of professional members (as defined by IABC), in accordance with Article 14 – Voting by Membership

If approved, the change shall take effect on the first day of the following fiscal year.

Article 4 Governance structure

The affairs of the chapter shall be administered by a chapter board. The term of office, and the chapter's fiscal year, shall commence on July 1 and end on June 30 the following year.

Executive committee

The following board members shall form the executive committee of the chapter board:

- president;
- immediate past president;
- executive vice-president;
- vice-president finance; and/or
- vice-president association management

The executive committee shall be the officers of the organization.

Chapter board

The chapter board will include members of the executive committee, and a minimum of four and maximum of 10 additional board members, who shall be known as vice-presidents and who shall be assigned roles and/or duties according to the nominations committee and the board policy manual.

The board, from time to time, may form committees and appoint chairs according to Articles 5 and 6.

Vice-presidents shall be elected annually in accordance with the chapter bylaws (see Article 5 – Nomination of Candidates).

Portfolio directors and committee chairs responsible for specific areas of the chapter's operation and management may attend, or be asked to attend, but not vote at, chapter board meetings.

Portfolio directors

Portfolio directors shall be appointed at the discretion of the chapter board to carry out specific portfolio tasks, as directed by the president, the individual portfolio vice-presidents and/or the chapter board.

Portfolio directors shall be responsible for forming committees (as required) and assisting these committees in planning and executing specific chapter programs and activities. Committee members report directly to the portfolio director responsible for that particular committee.

Portfolio directors may be required to report to the chapter board, but normally have a direct reporting relationship with specific portfolio vice-presidents in the course of implementing portfolio programs.

Portfolio directors shall call meetings of their committees as required.

Task forces shall be established, as required, at the discretion of the chapter executive committee and/or the president to fulfill a specific mandate. Such appointments shall report directly to the president or executive vice-president, at the discretion of the chapter executive committee.

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Duties

The president shall:

- act as chief executive officer of the chapter
- chair the chapter board and chapter executive committee
- be responsible for duties assigned him/her by any provision of the chapter constitution, and/or policies and procedures manual
- represent the chapter at meetings, functions and other events.

The executive vice-president shall act in the absence of the president and at the request of the president.

The immediate past president serves as a member of the executive committee, provides counsel to the chapter board based on prior service, and undertakes special projects as may be requested.

Vice-presidents serve as members of the chapter board. They provide strategic and administrative direction in key functional areas that contribute to the operation of the chapter, the achievement of chapter goals and the provision of services to members.

Portfolio directors of the chapter board may be required to form and chair committees and perform other duties as assigned. As the volunteers responsible for specific functional areas, portfolio directors organize specific programs and activities under the direction of the vice-president, the chapter board or the president.

Article 5 Nomination of Candidates

The chapter's nominations committee shall be chaired by the current president. If that person is unable to fulfill the role, the immediate past president shall take responsibility, and if the immediate past president is unavailable, the next past president and so on.

The nominations committee shall consist of:

- the current chapter president
- the current chapter executive vice-president
- the current chapter immediate past president
- a current chapter vice-president not seeking re-election to the chapter board
- two members of the chapter eligible to vote who shall not stand for election or appointment to the chapter board for the forthcoming year. The nominations committee chair shall make every effort to ensure that these members are not currently portfolio directors (unless required under the following point) and that one of these members has previous IABC board experience.

If a non-returning vice-president is unable to serve on the nominations committee, a portfolio director, who is not seeking election to the chapter board (as a vice president), and in the opinion of the nominations committee chair will not be affected by the outcome of the vote, shall be appointed at the discretion of the nominations committee chair.

All those nominated or appointed to the chapter board must be regular members of the chapter who are eligible to vote. All nominees must submit their nominations by the established deadline in the format required to the nominating committee, supported by the signature of two additional members eligible to vote and the

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nominee's direct manager (unless self-employed), to be considered for the slate of chapter board members.

The slate of chapter board members, as developed by the nominations committee, shall be submitted to the chapter membership no later than 30 calendar days prior to the annual general meeting.

In addition to the nominations slate put forward by the nominations committee, any member eligible to vote may also be nominated to stand for any elected position on the chapter board, provided that the nomination is:

- made by a member eligible to vote
- supported by the signature of five additional members eligible to vote
- proposed in writing to, and received by, the chair of the nominations committee no later than 15 calendar days before the annual general meeting for election of chapter board members as outlined in Article 6.

Article 6 Confirmation of Chapter Board

The confirmation of chapter board members (vice-presidents) shall take place at an annual general meeting of the chapter membership conducted each year prior to June 30.

There is automatic succession of the current executive vice-president to the position of president. In the event that this is not possible, the nominations committee shall directly fill the position of president, and shall have their nomination ratified by simple majority vote during the annual general meeting.

On completion of his/her term, the president automatically becomes immediate past president.

The members of the chapter board (vice-presidents, not including the president and immediate past president) shall be elected by:

- (a) acclamation of each person nominated for vice-president in a slate submitted to the membership by the nominating committee (see Article 5), and
- (b) a vote conducted among members eligible to vote who attend the chapter's annual general meeting.

Should two persons contest a position as vice-president on the chapter board, the person receiving a simple majority shall be declared elected. Should more than two persons contest a given position, anyone receiving a plurality of votes cast by secret ballot by members attending the annual general meeting shall be declared elected.

Article 7 Terms of office

The term of office, and the chapter's fiscal year, shall commence on July 1 and end on June 30 the following year.

No member shall serve as chapter president for two full terms consecutively, unless extenuating circumstances arise and this is recommended by the nominations committee, ratified by the chapter board and approved by members eligible to vote who attend the chapter's annual meeting, per Article 6.

Members of the chapter board (except for chapter president as noted above) may serve up to three terms in the same role, at the discretion of the nominations committee.

Article 8 Vacancies and Termination

In the event that the president is unable to serve, the vacant position will be automatically filled by the executive vice-president. In the event that the executive vice-president is unable to fulfill this role, a new candidate from among the remaining vice-presidents will be:

- (a) nominated by a committee consisting of the immediate past president and the chair of the most recent nomination committee
- (b) approved by the chapter board, and
- (c) ratified by a ballot of chapter members eligible to vote.

A simple majority vote of responding members will be required. Pending such ratification, the president's election will be considered effective from the date of the chapter board's approval.

If no candidate is available from existing vice-presidents, the nominations committee will seek qualified candidates from chapter members eligible to vote. Any person nominated to fill this role must be approved by the chapter board and ratified by a ballot of chapter members eligible to vote. A simple majority vote of responding members will be required. Pending such ratification, the president's election will be considered effective from the date of the chapter board's approval.

In the event of the resignation of any other member of the chapter board, that position will be filled by a chapter member eligible to vote, as approved by the chapter board.

Termination

Any member of the chapter board may be removed for cause from office by a two-thirds majority vote of the chapter board, provided the member in question has been informed in writing of the upcoming vote not less than two weeks in advance.

Article 9 Meetings

Chapter executive committee

The chapter executive committee shall convene at the discretion of the president during the term of office from July 1 to June 30.

Chapter board

The chapter board shall convene as a whole at least eight times during the same term of office. Additional meetings of the chapter board as a whole may be called by the president, or at the request of a majority of chapter board members.

The time, date, and place or format of chapter board meetings will be held at the discretion of the president.

A quorum for all chapter board meetings shall be a majority of the board (i.e., half of the total board membership, plus one) Portfolio directors may attend chapter board meetings. Chapter members may attend any chapter board meeting at the discretion of the chapter executive committee, but may not vote.

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Meetings shall be governed according to Robert's Rules of Order.

Special general meetings

Special general meetings may be called by the membership by a petition to the chapter board, as signed by a minimum of 10 per cent of chapter members eligible to vote, specifying the purpose of the special general meeting. Such a meeting shall be called within thirty (30) days of the receipt of the petition by the president and/or the chapter executive committee.

Annual General Meeting

The annual general meeting must be held prior to June 30 for the election of chapter board members and presentation of financial reports of the previous fiscal year.

The annual general meeting shall be governed according to Robert's Rules of Order.

Article 10 Finances

Chapter income may include, but is not limited to the following sources: dues, proceeds of seminars, workshops and other programs, advertising and sponsorship, and special events and projects.

Funds of the chapter shall be deposited in member institutions of the Canada Deposit Insurance Corporation and may not be withdrawn against the signature of any one single board member acting alone. No expenditures exceeding 10 per cent of liquid funds that have not previously been approved as part of the chapter's annual operating budget, shall be made without a chapter executive committee decision.

The annual financial statements of the chapter shall be made available or published for member review in the year immediately following the fiscal yearend of the chapter, by such means as deemed appropriate by the vice-president finance.

Article 11 Liability

The chapter shall support members of the chapter board and/or the chapter executive committee in the event of any error in judgment, or for failure to take action on advice of counsel, or for anything done or omitted to be done in good faith.

The chapter shall carry sufficient liability insurance to cover members of the chapter board against any error in judgment, or for failure to take action on advice of counsel, or for anything done or omitted to be done in good faith.

Article 12 Disposal of Assets

None of the assets of the chapter shall ever be used for the benefit of any individual. In the event of dissolution of the chapter, its remaining assets, after payment of all just debts, shall be contributed directly to IABC.

Article 13 Amendments to the Constitution

The constitution shall be amended only by a ballot of all chapter members eligible to vote, in accordance with Article 14, provided that:

- the proposed amendment has had the prior approval of the chapter board

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- does not contravene the constitution and/or bylaws of IABC or IABC Canada East Region

Pending such ratification, constitutional amendments shall be considered effective from the date of chapter board ratification.

Amendments may be proposed to the chapter board by any regular member at any time, either in person or in writing. The chapter board shall respond to or act upon any proposed amendments within 60 calendar days of the submission of such proposed amendment(s).

Article 14 Voting by Membership

Unless otherwise defined in the relevant articles, where a vote is required of the chapter membership (i.e., to approve matters that are deemed to require a vote by members as determined by the chapter board) voting shall proceed as follows:

1. The matter for consideration must be submitted in writing to the membership for review no less than 30 calendar days before the voting period begins. The method of voting must be described in the notice for comments.
2. Voting may take place at a special meeting of members or by ballot conducted via e-mail or other method of member survey.
3. Only regular members may vote and shall each have one vote.
4. For the vote to be valid, at least 25 eligible members not currently serving on the board must vote.
5. Resolutions or proposals require a two-thirds positive vote of the responding members (or members present) to pass.
6. Where deemed necessary by the executive committee of the board, voting may be conducted by secret ballot.