



## Bylaws

### International Association of Business Communicators - Southern Region

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## ARTICLE 1 NAME AND LOCATION

### Section 1: Name

The name of this organization shall be the Southern Region (fka US Southern Region) of the International Association of Business Communicators, a not-for-profit organization, hereinafter referred to as 'the Region.'

### Section 2: Affiliation

The Region is a region of the International Association of Business Communicators (IABC), with headquarters in San Francisco, California, USA.

### Section 3: Geographic Area

The geographic area served by the Region includes Chapters and members in all or parts of the following American States and countries and territories of the Caribbean, as may be defined from time to time by the IABC Executive Board: Alabama, Arizona, Arkansas, Colorado, Florida, Georgia, Kansas, Louisiana, Missouri, Mississippi, North Carolina, Oklahoma, Oregon, Tennessee, Texas, South Carolina, New Mexico, Antigua and Barbuda, Commonwealth of The Bahamas, Barbados, Bermuda Islands, Dominican Republic, Republic of Haiti, Jamaica, Federation of Saint Kitts and Nevis, St. Lucia, St. Vincent and the Grenadines, Republic of Suriname, Republic of Trinidad and Tobago, The Cayman Islands, Montserrat, The Netherland Antilles, Puerto Rico.

## ARTICLE 2 PURPOSE

### Section 1: Mission

The Region supports the IABC Mission as stated in the IABC Bylaws and Policy Manual by:

- (1) Serving Region members, primarily through providing guidance, support, and development opportunities for Chapter leaders
- (2) Fostering Region growth
- (3) Serving as a communication conduit between Chapters and the IABC Executive Board

### Section 2: Mandate

The Region serves three principal constituencies:



- (a) *Chapter and Region leaders.* The Region serves leaders by facilitating the exchange of information, ideas, and resources between Chapter and Regional officers throughout the Region, and by providing and/or facilitating leadership training
- (b) *Members of the Region.* The Region serves its members by developing the communication, leadership, and management skills of Chapter and Region leaders; representing member interests at all levels of the Association; and by promoting professionalism through programs offered in Chapters, within the Region, in conjunction with other IABC Regions, and with the IABC
- (c) *The IABC Executive Board, and the Association at large.* The Region serves the IABC Executive Board and the Association at large by encouraging Chapter and Region leaders to participate in policy development at all levels of the Association; ensuring a timely and consistent flow of information and ideas between the Region and the IABC Executive Board; and by providing a pool of qualified, dedicated leaders to serve the interests of the Association at large

### **ARTICLE 3 MEMBERSHIP**

#### **Section 1: Qualification**

Membership in this organization shall be composed primarily of professionals who value ethical, effective, efficient communications in their business practices. It encompasses, by default inclusion, members of all Chapters and all Members-at-Large residing within the geographic area established in Article 1, Section 3, who meet the guidelines and qualifications established by the IABC. No individual can be a member of the Region without being a member of the IABC.

#### **Section 2: Types of Membership**

The Region recognizes all membership levels as articulated and offered by the IABC.

#### **Section 3: Rights of Members**

- (a) Voting rights are reserved for Professional Members of the Region. The Region may establish fees for some meetings
- (b) Professional Members are entitled to attend and observe all meetings of the Region and the Region Executive Board as well as meetings of all IABC Boards, Committees, Task Forces, Work Groups, Forums, and similar Subgroups and Sessions. However, no Professional Member is entitled to address, interrupt, or otherwise participate in such meetings without the expressed invitation of either the Chair or Group Leader, or without the consent of a majority of the Board, Committee, or Group convening the meeting
- (c) In accordance with law, the IABC or Region policy, or IABC Bylaws, as set forth in Article 7, Section 11, Professional Members are not entitled to attend sessions of the Region Board or any other governing Group that has been voted to be a closed meeting



#### **Section 4: Dues**

- (a) *Establishment of Dues.* Regional dues shall be established by a two-thirds vote of the Region Board, and with the approval of the IABC Executive Board. Any other applicable fees and charges to be established, shall be confirmed by a majority vote of the Region Board. Region lifetime and honorary members are required to pay International membership and appropriate Chapter dues
- (b) *Cancellation.* Cancellation of membership due to failure to pay dues will be managed and administered by the IABC Headquarters
- (c) *Refunds.* No dues shall be refunded to any member whose membership terminates for any reason
- (d) *Collection of Dues.* Collection of membership dues and registrations shall be managed and administered by the IABC Headquarters

#### **Section 5: Duration of Membership**

*Resignation/Removal.* Membership is effective during the period for which dues are valid. A member of the Region may resign by submitting a written letter of resignation to the Region Board Secretary, or with the IABC. All rights, privileges, and interests of a member in or to the Region and the IABC shall cease upon the termination of his/her membership. A member of the Region may be removed from membership by the Region Board for cause by way of 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 a 30-day notice of the proposed termination, and the reason or reasons for such termination. That member will have at least 15 days to respond in writing to the IABC for submission to their Executive Committee, which shall make a final determination and communicate said decision to all the relevant parties.

### **ARTICLE 4 REGION STRUCTURE**

#### **Section 1: Administrative Year**

The Region's Administrative Year shall begin when the incoming Region Board and officers begin their terms of office, and shall end when the next Region Board and officers begin their terms for the subsequent year. The Region's Administrative Year shall commence 1 July and conclude 30 June annually, with financials reported to IABC Headquarters on a calendar basis as required by the Association for the tax filing.

#### **Section 2: Organization**

The Region Board may recommend the establishment of Chapters, special interest groups, affiliates, and other organizational units that serve the interests of the Association, in accordance with the policies and procedures established by the IABC.



### **Section 3: Chapters**

- (a) Chapters are groups of members who meet the requirements of and are chartered by the IABC Executive Board upon recommendation of the Region Board, and are affiliated with the IABC and bound by its Bylaws, policies, and rules
- (b) Chapters may organize themselves to serve their members in any appropriate manner that does not contravene the Bylaws, policies, or rules of the IABC or of the Region
- (c) Each Chapter shall select a Delegate and Alternate from among the Chapter President, Past President, and President-Elect, to cast the Chapter's vote on Region issues
- (d) Chapters must remain in good standing as defined by the IABC and the Region Bylaws, policies, and rules. The Region may, upon a two-thirds vote of the Region Board, recommend that the IABC Executive Board revoke a Chapter's charter

### **Section 4: New Chapters**

- (a) A group of 15 or more Professional Members and who meet the requirements outlined in the IABC's Bylaws and policy manual, may apply to the Region Board for affiliation as an IABC Chapter
- (b) The Region shall, upon a two-thirds vote of approval by the Region Board, recommend that the IABC Executive Board issue a charter to a Chapter

### **Section 5: Members at Large**

A Member-at-Large is any Professional Member of the IABC who resides within the geographic area established in Article 1, Section 4, but who does not belong to a Chapter. Members-at-Large are required to pay International dues, and Region dues which may be required.

### **Section 6: Disciplinary Action**

Any Chapter, special interest group, affiliate, or other organizational unit that fails to comply with the IABC or Region Bylaws, policies, or rules, may be subject to disciplinary action by a two-thirds vote of the Region Board.

## **ARTICLE 5 OFFICERS**

### **Section 1: Officers**

The chief officers of the Region shall be a Chair, Vice Chair, Past Chair, Secretary and Treasurer. These officers shall perform the duties necessary for the office or as prescribed by the Region Board, and will abide by these Bylaws and the parliamentary authority adopted by the Region. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Region Board or the Chair otherwise directs. All chief officers are expected to share with the Board updates on portfolio responsibilities; collaborate with other Board members as is necessary; and attend all Region Board Meetings and Regional Leaders Meetings unless other arrangements are made with the Chair.



- (a) *Chair*. The Chair shall have duties assigned by the Bylaws and be the chief elected officer of the Region; exercise general supervision over executive affairs of the Region; preside at all Regular, Annual, and Special Meetings of the Region; preside at all Region Board and Executive Committee meetings; represent or appoint a designate of the Region at meetings of other organizations and at public affairs to which the Region should be/is called to duly participate; share pertinent information with the Board; serve as primary liaison between the Region, International Staff and the IABC Executive Board; serve as Region representative on the IABC Council of Regions; serve as the Region's Nominating Committee delegate to the IABC Executive Board, or oversee the selection of said Nominating Committee delegate; serve as an ex officio member of all Regional committees. The Chair shall serve a single one-year term
- (b) *Vice Chair*. The Vice Chair shall have duties assigned by the Chair and by the Bylaws; act in the absence of the Chair; oversee long-range planning activities for the Region (including succession planning); represent the Region in the absence of the Chair; serve on the Nominating Committee; oversee and manage the selection of and implementation of the Region's annual fundraising event; serve on the Finance Committee; serve as an ex-officio member of all standing committees; and serve on the Executive Committee. The Vice Chair shall succeed to the Chair unless formal resignation is received prior to the Region board elections
- (c) *Past Chair*. The Past Chair shall have duties assigned by the Chair and by these Bylaws; chair the Nominating Committee; provide strategic council to the Chair and other Region Board members; help to identify members to participate on International-level committees and work groups; serve as a member of the Conference Committee; and serve on the Executive Committee
- (d) *Secretary*. The Secretary shall keep a record of all the proceedings of the Region; sign all certified copies of acts of the Region; be a signatory to the Region's financial accounts; maintain official Region record books, Bylaws, policies, procedures, and any other documents; prepare meeting notices and orders of business; carry out administrative duties as assigned by the Chair; and serve on the Executive Committee. The Secretary shall serve a one-year term, and may be elected for a second consecutive term
- (e) *Treasurer*. The Treasurer shall have duties assigned by the Chair and by these Bylaws; shall serve as the chief financial officer for the Region; chair the Finance Committee; review regular financial results and the Region's policy on Reserves; serve as the bank and investment account liaison; oversee the Sponsorship Director and the Grants Chair; be responsible for deposit, safekeeping, and disbursement of the Region's funds; maintain records concerning receipts, expenditures, and assets of the Region; prepare an annual operations budget and recommend dues to be paid to the Region; prepare full and interim financial reports as directed by the Region Board; and serve on the Executive Committee. The Treasurer shall serve a one-year term, and may be elected for a second consecutive term



## **Section 2: Qualifications**

Professional Members and non-members may be nominated for any office on the Region Executive Board. However, only Professional Members in good standing shall be eligible for election to said office, providing they meet the requirements stipulated in these Bylaws. Non-members must become IABC members before being considered for election.

## **Section 3: Officer Nomination**

- (a) The Region Board shall appoint a Nominating Committee consisting of: the immediate Past Chair or next available Past Chair, who shall chair the Committee as a non-voting member; the Vice Chair; one member in his or her second term of service on the Region Board; and up to eight additional members, selected by the Region Board in accordance with Article 5, Section 3, Paragraph (b). The Nominating Committee shall nominate candidates for the offices of Vice Chair, Secretary, and Treasurer. Nominees may be drawn from submissions by any source, including self-nomination
- (b) The Region Board shall select Nominating Committee members from among Professional Members who have been recommended by their Chapters; Members-at-Large; and any other source, including self-nomination. Nominating Committee members shall be selected primarily on the basis of the competency criteria established by the IABC with consideration for geographic, demographic, and cultural diversity, as well as consideration for small, medium, and large Chapter representation
- (c) The Vice Chair automatically succeeds to Chair
- (d) The Nominating Committee shall develop its own procedures for screening nominees under guidelines adopted by the Region Board, primarily on the basis of the competency criteria established by the IABC with consideration for geographic, demographic, and cultural diversity, as well as consideration for small, medium, and large Chapter representation. The Committee shall present its slate to the Region Board for approval. Notice of the Annual General Meeting and copies of the approved slate shall be delivered to all Delegates and Alternates in the manner specified by Article 6, Section 4, Paragraph (b), at least 21 days before the Annual General Meeting

## **Section 4: Election**

Chief Officers, with the exception of the Past Chair, shall be elected at the Annual General Meeting. These officers and the Chair, shall take office for the upcoming Region Administrative Year upon ratification by a majority vote of voting Delegates at the Annual Meeting, and shall hold office until replaced by their duly elected and qualified successors.

## **Section 5: Term of Office**

The Chair and Vice Chair shall each serve a single one-year term, or until a qualified successor is duly elected. The Secretary and Treasurer shall serve one-year terms of office, and may be elected for a second consecutive term.



### **Section 6: Vacancies or Removal**

- (a) Vacancies in any elected office shall be filled for the balance of said term in a manner determined by the Region Board at any Regular or Special Meeting, in accordance with the provisions of Regional policy
- (b) The Region Board, at its discretion and following the IABC and Region policy, may, by two-thirds vote, remove any officer from the Board for cause

## **ARTICLE 6 MEETINGS**

### **Section 1: Regular Meetings**

The Region shall conduct Regular Meetings during each Administrative Year at such times and locations as the Chair may prescribe. Meetings may be held at any location in or outside of the Region. Members may participate in any meeting of the Region by means of videoconference, teleconference, internet conferencing, or by the use of any collaborative communication conferencing equipment or software that will enable all participants of the meeting to hear and speak with each other.

### **Section 2: Annual General Meeting**

One of the Region's Regular Meetings shall be an Annual General Meeting held in a manner prescribed by the Region Board for the purpose of electing Board officers and to conduct the Region's business.

### **Section 3: Special Meetings**

Special Meetings may be called by the Region Board or the Executive Committee. Five percent or more of the Professional Members or 25 percent of the Region's Delegates, may call a Special Meeting by a written request to the Board Secretary for submission to the Chair. The Region Board is mandated to convene said meeting not less than 35, nor more than 60 days after the receipt of said request.

### **Section 4: Notice of Meetings**

- (a) All Delegates and Proxies shall be sent a written notice of Regular, Annual, and Special Meetings. The notice shall include the time, location, and purpose of the meeting and, for the Annual General Meeting, a list of the nominees for Officer and Region Board positions will also be provided. For Special Meetings called by five percent or more of the Professional Members or 25 percent of the Region's Delegates, notice of the meeting must be given within 21 days after receipt of said request
- (b) Any notice shall be sufficiently given if delivered personally to the member; or if delivered to the last address of said individual as recorded in the books of the IABC; or if mailed by prepaid mail addressed to the individual's stated postal address; or if sent to said address by any means of wire or wireless transmission, or any other form of transmitted or recorded communication. Electronic mail may be used for notices at the discretion of the Region Board, provided that the member has consented to such method of notification. The IABC or the Board Secretary may change the address on the IABC's books of any member, director,





officer, auditor, or member of a committee of the Region Board, in accordance with any information believed to be reliable which justifies such an amendment

#### **Section 5: Voting**

- (a) Those eligible to vote at Regular, Annual, or Special Meetings, shall be members of the Region Board and Delegates (or their Alternates) in good and regular standing, each of whom shall have one vote
- (b) When any law or these Bylaws require a measure to be approved by a two-thirds majority of those voting, said measure must be approved by two-thirds of the Delegates. Measures requiring a simple majority vote may be approved by a majority of the votes cast by Region Board members and Delegates (or their Alternates)
- (c) Voting on all matters, including any amendment of the Bylaws and the election of Region Board members or officers, may be conducted by any means allowable by law including mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission. This is acceptable provided that any such means of voting must either set forth or be submitted with information from which it can be determined, that such vote was authorized by the designated voting member

#### **Section 6: Quorum**

At any Regular, Annual, or Special Meeting, a quorum shall consist of a majority of the total Delegates (or their Alternates). When the Delegate (or Alternate) is not present in person or by proxy, his/her vote(s) may be cast by the appropriate Chapter President or any other designated representative. The voter, in all cases, must be a Professional Member of IABC.

#### **Section 7: Proxies**

- (a) *General Procedure.* Delegates to any Regular, Annual, or Special Meeting may assign their vote(s) by a written proxy to another member of the same organizational unit, or to any Region Board member. Every proxy shall be executed in writing by the member otherwise entitled to vote. Filing or actual delivery of the proxy shall be accomplished by delivery in person, or by post, other courier, or any means of wire or wireless or any other form of transmitted or recorded communication (1) to the Board Secretary or (2) to the IABC Headquarters (or to such other location as the Region Board may provide in the notice accompanying a proxy), in accordance with the provisions of Article 6, Section 7, Paragraph (b). Electronic mail may be used for notices at the discretion of the Region Board. Proxies will not be accepted for Region Board meetings
- (b) *Time for Return.* Every proxy form distributed by the Region shall provide the Delegate otherwise entitled to vote with not less than 15 days (from the date of mailing) to return the proxy to the Board Secretary or to the IABC. No proxy may be counted or otherwise treated as valid unless it is actually delivered to the Board Secretary or to the IABC not less than 7 days before the date of the meeting at which it is to be exercised
- (c) *Revocation or Expiration.* Any proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall





not be effective until notice of the revocation has been actually delivered in person, or by mail, other courier, or any means of wire or wireless or any other form of transmitted or recorded communication, to the Board Secretary or to the IABC. Unless it specifically states otherwise, a proxy shall be valid only for the next meeting convened after it is given, after which sitting said proxy expires. No unrevoked proxy shall be valid for longer than eleven months after its execution. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is actually delivered to the Board Secretary or to the IABC

### **Section 8: Cancellation or Postponement**

The Region Board may, by a two-thirds vote, cancel or postpone any Regular, Annual, or Special Meeting for cause, except those called by five percent or more of the Professional Members, or 25 percent of the Region's Delegates.

## **ARTICLE 7 BOARD OF DIRECTORS**

### **Section 1: Authority and Responsibility**

- (a) The Region Board shall have supervision, control, and direction over and of the affairs of the Region; determine its policy or changes therein within the limits of law, these Bylaws, as well as the Bylaws, rules, and procedures of the IABC; uphold the IABC Code of Ethics for Professional Communicators; actively pursue the Region's mission; and manage its income and expenditure. The Region 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 Executive Committee, the Chair, or to any other relevant committees or persons
- (b) The Region Board shall select a delegate to serve on, and represent the interests of the Region on the IABC Nominating Committee, to identify candidates for the IABC Executive Board under policies established by the IABC

### **Section 2: Composition**

The Region Board shall consist of the Chief Officers, plus a Vice President for each of the following positions: Chapter Relations, Communications, Leadership Development, Region Growth & Development. Vice Presidents on the board are expected to share with the Board updates on portfolio responsibilities; collaborate with other Board members as is necessary; and attend all Region Board Meetings and Regional Leaders Meetings unless other arrangements are made with the Chair, and fulfill any other duties as assigned by the Chair.

- (a) *Chapter Relations Vice President.* The Chapter Relations Vice President shall oversee the duties of and counsel all Chapter Services Directors (CSDs); oversee committees, work groups, and task forces that focus on soliciting leader/member input to provide direction for the IABC Executive Board; and provide counsel and support to Chapter leaders. The Chapter



- Relations Vice President shall serve a one-year term, and may be elected for a second consecutive term
- (b) *Communications Vice President.* The Communications Vice President shall oversee all Region communications and related activities for the Region's website and other communication channels; communicate and liaise with Region and Chapter leaders and external individuals/entities as is necessary; as it becomes necessary and as identified within the Region's strategic objectives, oversee communication committees and channels, work groups, and task forces that focus on soliciting leader/member input to provide direction for the Region and the IABC Executive Board; and provide counsel and support to Chapter leaders. The Communications Vice President shall serve a one-year term, and may be elected for a second consecutive term
- (c) *Leadership Development Vice President.* The Leadership Development Vice President shall coordinate all leadership development efforts for Regional officers; serve as the primary contact for inter-regional, national and international leadership development opportunities; oversee committees, work groups, and task forces that focus on soliciting leader/member input to provide direction for the Region and for the IABC Executive Board; provide counsel and support to Chapter leaders; and as it becomes necessary and as identified within the Region's strategic objectives; oversee leadership development committees, work groups and task forces. The Leadership Development Vice President shall serve a one-year term, and may be elected for a second consecutive term
- (d) *Region Growth and Development Vice President.* The Region Growth and Development Vice President shall coordinate all growth and development efforts for the Region; as it becomes necessary and as identified within the Region's strategic objectives, oversee existing Chapter retention and recruitment committees, work groups, and task forces that focus on soliciting leader/member input to provide direction for the Region and for the IABC Executive Board; oversee the drafting and submission of regional development grant applications; serve as a member of the Membership Committee; provide counsel and support to Chapter leaders; and serve as the primary contact for inter-regional, national, and international retention and recruitment opportunities for existing and prospective Chapters and Members-at-Large. The Region Growth and Development Vice President shall serve a one-year term, and may be elected for a second consecutive term

### **Section 3: Portfolio Directors**

Portfolio Directors for the Region will be comprised of Chapter Service Directors and Committee Chairpersons.

- (a) *Chapter Services Directors.* The Region Board shall select and appoint the number of Chapter Services Directors (CSDs) as deemed needed for the given administrative year. They will provide regular, written reports on the status of their assigned portfolio Chapters to the Chapter Relations Vice President; shall communicate with and provide counsel and active support to their assigned portfolio Chapters as is needed; travel to each assigned Chapter as may become necessary; facilitate communication between the Region and their assigned



portfolio Chapters; encourage Chapter participation in meetings, grant/scholarship programs and any other available development opportunities; foster best-practice sharing between their assigned portfolio Chapters and other Chapters within the Region; and attend Regional Leaders Meetings held at the annual Region Conference and at the IABC Leadership Institute. Each CSD shall serve a two-year term, and shall not exceed two consecutive years of service

- (b) *Committee Chairpersons*. These individuals will be the appointed Chairpersons to lead the substantive functions pertaining to the Committees cited at Article 9, Sections 4-8. They are allowed, with the consent of the Region Board, to form committees, work groups, or task forces of any size, as is necessary to accomplish their duties. Any such committee, work group, or task force members shall be selected under guidelines adopted by the Region Board primarily on the basis of the competency criteria established by the IABC, as well as with due consideration for geographic, demographic, and cultural diversity, and for small, medium, and large Chapter representation.

#### **Section 4: Qualifications**

Professional Members and non-members may be nominated to serve on the Region Board in the capacity of Portfolio Director. However, only Professional Members in good standing shall be eligible for election to any Region Board or Portfolio Director position, providing they meet the requirements of these Bylaws. Non-members must become Association members prior to election.

#### **Section 5: Region Board Nomination**

- (a) The Region Board shall appoint a Nominating Committee, consisting of: the immediate Past Chair or the next available Past Chair, who will chair the Committee as a non-voting member; the Vice Chair; one member in his or her second term of service on the Region Board; and up to eight additional members selected by the Region Board in accordance with Article 5, Section 3, Paragraph (b)
- (b) The Nominating Committee shall nominate candidates for the offices of Chapter Relations Vice President, Communications Vice President, Leadership Development Vice President, and Region Growth & Development Vice President. Nominees may be drawn from submissions by any source, including self-nomination

#### **Section 6: Election**

Region Vice Presidents shall be elected at the Annual General Meeting. These vice presidents shall take office for the upcoming Region Administrative Year upon ratification by a majority vote of voting Delegates at the Annual General Meeting and continue to serve until replaced by their duly elected and qualified successors. Region Chapter Services Directors and Portfolio Directors are selected by the Region Board in accordance with these Bylaws and their eligibility.

#### **Section 7: Term of Office**

Vice Presidents each serve a one-year term, or until a qualified successor is duly elected. A Vice President may be elected for a second consecutive term. Chapter Services Directors may each serve a



two-year term, or until a qualified successor is duly elected. The number of Chapter Services Directors elected each year shall be based on Region requirements for the particular administrative year. Associate Portfolio Directors will each serve a one-year term, or until a qualified successor is duly elected. A Portfolio Director may be elected for a second consecutive term.

#### **Section 8: Vacancies or Removal**

- (a) Vacancies in any Vice Presidential, Directorship or Portfolio Management shall be filled for the balance of the term as determined by the Region Board at any Regular or Special Meeting, in accordance with provisions in the Region's policies
- (b) The Region Board, at its discretion and following the IABC and Region policy, may, by two-thirds vote, remove any Vice President, Director or Portfolio Manager for cause

#### **Section 9: Quorum**

A quorum of the Region Board shall consist of a majority of the voting members. If a quorum cannot be attained, the meeting may proceed and any action taken shall become valid if subsequently confirmed by unanimous approval, in writing, of the Region Board members. With prior approval of the Chair, members may participate in any meeting of the Region Board or any Committee of the Region Board by means of videoconference, teleconference, internet conferencing, or any 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 10: Meetings**

The Region Board shall meet no less than nine times during the current Administrative Year, at such time and at such place as the Chair may prescribe. One meeting shall be held at the site of the Annual General Meeting by within 48 hours of the conclusion of or at the same time as the Annual General Meeting. At least one meeting shall be held at the site of the Regional Conference by the conclusion of the Conference. In the absence of an annual Regional Conference, the Board shall meet at such time and at such place for that period as the Chair may prescribe. Notice of all meetings shall be delivered to all Region Board members in the manner specified by Article 6, Section 4, Paragraph (b), at least 30 days before said meeting is held. Special meetings of the Region Board may be called by the Chair or at the request of two-thirds of the Region Board members. Members of the Region Board shall be notified not less than 72 hours before the meeting is held.

#### **Section 11: Closed Session**

- (a) The Region Executive Committee and/or Region Board may at their discretion and when required by law, Region 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 Region Board member to hold the closed session are recorded in the minutes of the preceding 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, Region policy, or these Bylaws to be present at the meeting; and those invited by the Chair or with the consent of the Region Board

**Section 12: Compensation**

No member of the Region Board shall receive any compensation for the services offered as a Region Board member.

**ARTICLE 8  
EXECUTIVE COMMITTEE**

**Section 1: Authority and Responsibility**

The Executive Committee may act on the behalf of the Region Board between Region Board meetings on all matters, pursuant to delegation of authority to such Committee by the Region Board. Actions of the Executive Committee shall be reported to the Region Board by email or at the next Region Board meeting.

**Section 2: Composition and Selection**

The Executive Committee shall consist of the Chair; Vice Chair; Past Chair; Secretary; Treasurer; Chapter Relations Vice President; and Communications Vice President. The Chair of the Region Board shall chair Executive Committee meetings.

**Section 3: Quorum and Call of Meetings**

A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. The Chair shall call such meetings of the Executive Committee as the business of the Region may require, or at the request of a majority of the Executive Committee.

**ARTICLE 9  
COMMITTEES**

**Section 1: Selection Criteria**

Committee members shall be selected primarily on the basis of requirements set forth by the Executive Committee with due consideration given for geographic, demographic, and cultural diversity, and for small, medium, and large Chapter representation.

**Section 2: Finance Committee**

A Finance Committee shall be appointed by the Chair in consultation with the Treasurer and the Region Board. The Committee shall consist of: the Treasurer, who as Chief Financial Officer, shall serve as chair, other members may include the Chair at his or her discretion, the Vice Chair, a member of the Region Board selected by the Chair, a member of the Region Board selected by the non-officer members of the Region Board, and other members at the Chair's discretion. It shall be the duty of the Finance Committee to review regular financial results; to oversee preparation of an operating budget for the fiscal year adopted by the Region Board; and to annually review the Region's policy on its Financial



Reserves. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year which may be adopted by a majority vote of the Region Board, and shall report at the Regional Leaders Meetings, Annual General Meeting and otherwise as it becomes necessary. Committee members shall serve one-year terms, and may be reappointed for a second consecutive term

### **Section 3: Membership Committee**

If deemed necessary, a Membership Committee consisting of two or more members shall be appointed by the Chair in consultation with the Region Board, including the Director for the Portfolio, and in consultation with that Director. The director who manages the Region Growth and Development portfolio shall be an ex officio, voting member of the Committee. The Committee shall promote IABC and Chapter membership recruitment and retention activities under direction of the Region Board; coordinate membership activities with the IABC staff; provide membership assistance to Chapters in the Region; and report at each meeting of the Region Board. The Membership Director shall serve a one-year term, may be elected for a second consecutive term, but shall not exceed two years of service

### **Section 4: Conference Committee**

If deemed necessary, a Conference Committee consisting of two or more members, including a Conference Director, shall be appointed by the Chair in consultation with the Region Board. The Vice Chair shall serve as an ex officio, voting member of the Conference Committee. A majority of the Committee's members, including the Conference Director, shall have planned and attended a Region or International Conference no more than four years prior to appointment. The Conference Director shall serve a one-year term, may be elected for up to three consecutive terms, but shall not exceed four years of service

### **Section 5: Awards Committee**

If deemed necessary, an Awards Committee consisting of two or more members, including an Awards Director, shall be appointed by the Chair in consultation with the Region Board. The Past Chair shall serve as an ex officio, voting member of the Conference Committee. A majority of the Committee's members, including the Awards Director, shall have managed or served on a Chapter, Region or International Awards Committee no more than four years prior to appointment. The Awards Director shall serve a one-year term, may be elected for up to three consecutive terms, but shall not exceed four years of service

### **Section 6: Professional Certification Committee**

If deemed necessary, a Professional Certification Committee consisting of two or more members shall be appointed by the Chair in consultation with the Region Board, including the Director for the Portfolio, and in consultation with that Director. A majority of the Committee's members, including the Portfolio Director, shall have earned the professional certification designation awarded by the IABC. Under direction of the Region Board, the Committee shall promote and support the IABC's professional certification program; coordinate with and offer support to Chapter Certification chairs and their activities; coordinate Certification-based activities with the IABC Certification Council; and report to the



Region Board as is necessary. The Professional Certification Director shall serve a one-year term, may be elected for a second consecutive term, but shall not exceed two years of service

**Section 7: Grants Committee**

If deemed necessary, a Grants Committee consisting of two or more members shall be appointed by the Chair in consultation with the Region Board, including the Director for the Portfolio, and in consultation with that Director. The Committee shall electronically manage the flow of information regarding the Region's grants application process for attending Regional Conference, Leadership Institute and any other financial award programs established or pursued by the Region. The Grants Director shall serve a one-year term, may be elected for a second consecutive term, but shall not exceed two years of service

**Section 8: Members-at-Large Committee**

If deemed necessary, a Members-at-Large Committee consisting of two or more members shall be appointed by the Chair in consultation with the Region Board, including the Director for the Portfolio, and in consultation with that Director. It shall specifically target the Members-at-Large within the Region to provide more direct membership benefit delivery. The director who manages the Region Growth and Development portfolio shall be an ex officio, voting member of the Committee. The Committee shall promote IABC and Chapter membership recruitment and retention activities under direction of the Region Board; coordinate membership activities with the IABC staff; provide membership assistance to Chapters in the Region; and report at each meeting of the Region Board. The Members-at-Large Director shall serve a one-year term, may be elected for a second consecutive term, but shall not exceed two years of service

**Section 9: Sponsorship Committee**

If deemed necessary, a Sponsorship Committee consisting of two or more members shall be appointed by the Chair in consultation with the Region Board, including the Director for the Portfolio, and in consultation with that Director. The Committee shall provide strategic direction for establishing and pursuing a relevant revenue model for the Region. It shall conduct an annual review to determine whether the strategy should be amended or changed, based on the record of aims and objectives achieved in previous years. The Sponsorship Director shall serve a one-year term, may be elected for a second consecutive term, but shall not exceed two years of service

**Section 10: Other Standing Committees, Special Committees, and Task Forces**

The Chair shall appoint such other committees, subcommittees, task forces, work groups, or advisory bodies, however designated, as is necessary and in a manner which is not in conflict with other provisions of these Bylaws, and shall prescribe their functions. The Region Board may delegate to any such committee any of the powers of the Region Board, subject to any rules and procedures imposed from time to time by the Region Board. Members shall serve at the pleasure of the Region Board and without remuneration.





## **ARTICLE 10 FINANCE**

### **Section 1: Authority**

The Region Board shall have supervision over, and control and direction of the receipts, expenditures, and assets of the Region.

### **Section 2: Fiscal Year**

The fiscal year of the Region shall be adopted by the Region Board.

### **Section 3: Budget**

In advance of each fiscal year, the Region Board shall adopt an operating budget covering all activities of the Region for the upcoming fiscal period.

### **Section 4: Bonding**

The Chair, Vice Chair, and Treasurer shall be bonded by the Region in an amount deemed practical by the Region Board.

### **Section 5: Financial Review**

The accounts of the Region shall be reviewed or audited no less than every seven years as prescribed by the Region Board by an independent, qualified party, recommended by the Region Board and approved by a simple majority vote at the Annual General Meeting of those members eligible to vote. Said party shall provide a report to the Region Board and to Region delegates and/or their proxies.

### **Section 6: Investments**

The Treasurer shall recommend investment options for approval of the Region Board, and shall invest Region funds, up to limits established by the Region Board, in vehicles with guaranteed returns offered by such banks, trust companies, or other corporate bodies or organizations, as may from time to time be designated by, or be under the authority of, the Region Board.

### **Section 7: Reserves**

The Region shall maintain a reserve, established by Region Board policy, to ensure the financial stability and continuity of Regional operations. The amount of the reserve shall be reviewed annually by the Finance Committee, and ratified by the Region Board.

### **Section 8: Borrowing and Lending Power**

The Region shall not borrow money; issue bonds, notes, or other evidences of indebtedness; give financial assistance to any person by means of a loan or guarantee; or mortgage, pledge, or otherwise create a security interest in any property owned by the Region.



## ARTICLE 11 OPERATIONS

### Section 1: Parliamentary Authority

Region meetings and procedures shall be regulated and controlled according to the Roberts Rules of Order (Revised) for parliamentary procedure, except as otherwise provided by these Bylaws.

### Section 2: Policies

- (a) *Code of Conduct.* The Region and its members shall abide by the IABC Code of Ethics for Professional Communicators and the Bylaws and Policies of the IABC. In addition, the Region Board may from time to time, make, repeal, or amend rules and a code of conduct that shall be binding on the members of the Region. Any such rules and code may relate to the general regulation of the Region and its members, and may contain procedures necessary or desirable for the proper running and effecting of the objectives of the Region, provided that such rules and code do not in any way conflict with those of the IABC
- (b) *Rules, Regulations, and Policies.* The Region Board may establish rules, regulations, and policies, not inconsistent with these Bylaws, and shall maintain a Policy Manual relating to the governance, management, operation, and administrative procedures of and provision of services, and the conferring of honors by, the Region. These rules, regulations, and policies shall in no instance contravene the Bylaws of the IABC or the Region. In cases where there is a conflict of both sets of rules, regulations and policies, the IABC Bylaws and policy shall prevail

### Section 3: Duties of Officers, Vice Presidents, Directors, and Managers

Every officer, vice president, director or manager of the Region, in exercising the powers and discharging the duties of a director or officer, shall act honestly and in good faith with a view to the best interests of the Region, and shall exercise the care, diligence, and skill that a reasonable, prudent person would exercise in comparable circumstances.

- (a) *Limitation of Liability.* Subject to the foregoing, no officer, vice president, director or manager shall be liable for the acts, receipts, neglects, or defaults of any other officer, vice president, director or manager; or for joining in any receipt or other act for conformity; or for any loss, damage, or expense happening to the Region through the insufficiency or deficiency of title to any property acquired for or on the behalf of the Region; or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Region shall be invested; or for any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any of the moneys, securities, or effects of the Region shall be deposited; or for any loss occasioned by any error of judgment or oversight on the part of the officer, vice president, director or manager; or for any other loss, damage, or misfortune that shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any officer, vice president, director or



manager from the duty to act in accordance with the law and the regulations thereunder, or from liability for any breach thereof

- (b) *Indemnity*. Subject to law, the Region shall indemnify an officer, vice president, director or manager, a former officer, vice president, director or manager, or a person who acts or has acted at the Region's request as a director or officer of a corporate body of which the Region is or was a shareholder or creditor, and such person's heirs and legal representatives, by insurance or other means, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred in respect of any civil, criminal, or administrative action or proceeding to which such person is made a party by reason of having been an officer, vice president, director or manager of the Region or such body corporate, provided that such person: (1) acted honestly and in good faith, with a view to the best interests of the Region, and (2) in the case of a civil, criminal, or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Region shall also indemnify such person in such other circumstances as the law permits or requires. Nothing in these Bylaws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these Bylaws

#### **Section 4: Non Discrimination**

The Region shall not accept an organizational unit or individual which denies membership or the privileges of membership on the basis of race, ethnicity, color, creed, religion, physical ability, gender, sexual orientation, age, national origin, or language.

## **ARTICLE 12 AMENDMENT OF BYLAWS**

#### **Section 1: Procedure**

These Bylaws may be amended only at a Regular, Annual, or Special Meeting of the Region by a two-thirds vote of the Delegates, provided that copies of proposed changes have been delivered in writing to the Chapter Presidents and Delegates (and their Alternates) no later than 45 days prior to the voting date. Amendments must receive approval of either the Region Board or a majority of the Chapter Boards prior to submission for vote by the Delegate.

#### **Section 2: Conformance with the IABC Bylaws**

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

#### **Section 3: Dissolution**

The Region shall use its funds only to accomplish the mission specified in these Bylaws. No part of said funds shall be accrued to or distributed to any individual member of the IABC.



- (a) *Motion to Dissolve.* The Region can only be dissolved at a Regular, Annual, or Special Meeting of the Region by a two-thirds vote of Delegates, and only if a quorum is present or voting by proxy. A proposal to dissolve the Region must be submitted to the Secretary or to the IABC. Any such proposal petitioned by at least 25 percent of the Chapters of the Region or approved by a majority of the Region Board, shall be delivered in writing to the Chapter Presidents and Delegates (and their Alternates), along with written notice of the said meeting, no later than 45 days prior to the meeting at which said proposal is to be considered
- (b) *Dispersal of Funds.* Upon dissolution of the Region, any funds remaining shall be distributed to one or more organizations qualified under either Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of the United States

#### **Section 4: Provisos Relating to the Election of Initial Officers and Directors, and other General Amendments**

- (a) *March 2017.* Amendments to these Bylaws were made accordingly: general amendments to the grammar and sentence construction; change from Regular Member to Professional Member throughout to reflect current IABC terminology; Article 1, Section 1 to properly reflect the Region's operating name; Article 3, Section 1 to reflect the requirement of membership in IABC; Article 3, Section 2 removal of membership levels and reference to IABC bylaws for membership levels; Article 3, Section 4 (b) and (d) to reflect control of membership status and dues collection being handled by IABC Headquarters; Article 4, Section 1 to articulate the dates of the Region Administrative Year and financial reporting requirements; Article 5, Section 1 to consolidate responsibilities shared by all chief officers of the board and remove duplication from subsections; Article 5, Section 1 (a) and (c) to move the responsibility of serving as the Region's delegate to the Nominating Committee for the IABC Executive Board to the Chair from the Past Chair; Article 5, Section 3 (a) to reflect that the Past Chair is a non-voting member of the Region's nominating committee; Article 5, Section 3 (c) to remove the requirement that the Region Secretary and Treasurer must have previous Region board experience; Article 5, Section 4 to clarify that officers shall take office for the upcoming Region Administrative Year, and not with immediate effect following the AGM; Article 6, Section 4 (a) revising the notice period for the Region's Annual General Meeting to 21 days; Article 6, Section 7 (b) revising the notice period for returning delegate registration or proxy forms for the Region AGM to 7 days prior; Article 7, Section 2 to clarify the members of the board and consolidate responsibilities shared by all board members and removing duplication with the subsections; Article 7, Section 2 (e) and Article 7, Section 3 (a) to remove the Chapter Service Directors from the board roles and include them under Portfolio Directors; Article 7, Section 5 (a) to reflect that the Past Chair is a non-voting member of the Region's nominating committee; Article 7, Section 6 to clarify that board members shall take office for the upcoming Region Administrative Year, and not with immediate effect following the AGM; Article 9, Section 4 and Section 5 to separate out responsibility for the Conference and Award Committees to be run separately and with separate chairpersons; Article 9, Section 6, Section 7 and Section 9 to amend that these



committees will be convened if deemed necessary by the board; Article 10, Section 5 to reflect the requirement to have the Region finances reviewed/audited no less than every seven years; Article 12, Section 4 to remove details of previous edits to these Bylaws and to detail this list.

[Note: Provisos are no longer attached to these Bylaws once they have become effective.]