



BYLAWS

IABC Canada Western Region International Association of Business Communicators

Approved June 15, 2022

ARTICLE 1

NAME AND LOCATION

Section 1. Name. The name of this organization shall be Canada Western Region of the International Association of Business Communicators (IABC Canada Western Region), a not-for-profit- organization, hereinafter referred to as the Region.

Section 2. Affiliation. IABC Canada Western 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 IABC Canada Western Region includes IABC Canadian Chapters West of the Province of Ontario as may be defined from time to time by the IABC International Executive Board.

ARTICLE 2

PURPOSE

Section 1. Mission. IABC Canada Western 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; and (3) serving as a communication conduit between Chapters and the IABC Executive Board as a representative on the Council of Regions or other representative body as may be defined from time to time by the IABC Executive Board.

Section 2. Mandate. IABC Canada Western Region serves [three/four] principal constituencies:

(a) Chapter and Region leaders. The Region serves leaders by facilitating the exchange of information, ideas, and resources throughout the Region, and by providing leadership training.

(b) Members of IABC Canada Western Region. The Region serves its members by developing the communication, leadership, and management skills of Chapter and Region leaders; representing member interests at other levels of the Association; and promoting professionalism through programs offered in Chapters, in the Region, and in conjunction with other IABC Regions.

(c) 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 take part 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 through participation in the Council of Regions; and 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 includes members of all Chapters and all Members At Large residing within the geographic area established in Article 1, Section 3, meeting the guidelines and qualifications established by IABC.

Section 2. Types of Membership. IABC memberships are held by individuals, not organizations, and are defined by the International Association of Business Communicators.

Section 3. Member Rights.

(a) Voting rights are reserved for the Chapter Delegate appointed by the Chapter to serve on the board of the region and represent the IABC members in the Chapter. Members at Large who are not affiliated with a specific chapter are represented by the Board as whole as outlined in Article 5. The Region may establish fees for some meetings.

(b) Regular Members are entitled to attend and observe all meetings of the Region and the Region Executive Committee; and meetings of all IABC boards, committees, task forces, work groups, forums, and similar subgroups and sessions; however, no Regular Member is entitled to address, interrupt, or otherwise participate in such meetings without the express invitation of either the Chair or group leader, or the consent of a majority of the board, committee, or group holding the meeting.

(c) Regular Members are not entitled to attend sessions of the Region Board or other governing group that are closed in accordance with law, IABC or Region policy, or IABC bylaws, as set forth in Article 7, Section 11.

Section 4. Dues.

(a) Establishment of Dues. Region dues shall be established by a two thirds- vote of the Region Board, with approval of the IABC Executive Board. Other fees and charges shall be established by a majority vote of the Region Board. Region lifetime and honorary members must pay International and appropriate Chapter dues.

(b) 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.

(c) Refunds. No dues shall be refunded to any member whose membership terminates for any reason.

Section 5. Duration of Membership: Resignation/Removal. Membership is effective during the period for which dues have been paid. 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 the Region and IABC shall cease on termination of membership. 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 IABC for submission to the Executive Committee, which then shall make a final determination.

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 and shall end when the next Region Board and officers begin their terms the subsequent year.

Section 2. Organization. The Region Board may recommend establishment of Chapters, special interest groups, affiliates, and other organizational units that serve the interests of the Association, in accordance with policies and procedures established by IABC.

Section 3. Chapters.

(a) Chapters are groups of members, meeting the requirements of and chartered by the IABC Executive Board upon recommendation of the Region Board, and are affiliated with 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 IABC or 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 IABC and 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 Regular Members, meeting the requirements outlined in 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 for the Chapter.

Section 5. Members At Large. A Member At Large is any Regular Member of IABC residing within the geographic area established in Article 1, Section 3, who does not belong to a Chapter. Members At Large are required to pay International and Region dues. The Members At Large are represented by the Board as a whole.

Section 6. Disciplinary Action. Any Chapter, special interest group, affiliate, or other organizational unit within the Canada West Region that fails to comply with 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 officers of the Region shall be a Chair; Vice Chair; Past Chair; Secretary; and Finance Director. These officers shall perform the duties necessary to the office or as prescribed by the Region Board, 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.

(a) Chair. The Chair shall 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; serve as primary liaison between the Region and the IABC Executive Board; serve as Region representative to the IABC Council of Regions; serve as the Region delegate to the IABC International Executive Board Nominating Committee; appoint and serve as an ex officio member of all Region committees; represent or appoint a representative of the Region at meetings of other organizations and at public affairs. The Chair shall serve a single one-year term.

(b) Vice Chair. The Vice Chair shall have duties assigned by the Chair and by these bylaws; act in the absence of the Chair; oversee long-range planning activities for the Region; represent the Region in the absence of the Chair; serve on the Region Nominating Committee; serve as Nominating Committee delegate to the IABC Executive Board; serve as an ex-officio member of all standing committees; and serve on the Region Executive Committee.

(c) Past Chair. The Past Chair shall have duties assigned by the Chair and by these bylaws; chair the Region Nominating Committee; or oversee the selection of said Nominating Committee delegate; provide strategic council to the Chair and other Region Board members; serve as the Region delegate to the IABC International committees and task forces Nominating Committee,

help identify members to participate on International-level committees and work groups; and serve on the Region 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; maintain official Region record books, bylaws, policies, procedures, and other documents; prepare meeting notices and orders of business; assist with administrative duties as assigned by the Chair; and serve on the Executive Committee. The Secretary shall serve a two-year term.

(e) **Finance Director.** The Finance Director shall serve as chief financial officer for the Region; be responsible for deposit, safekeeping, and disbursement of the funds of the Region; maintain records concerning receipts, expenditures, and assets of the Region; prepare an annual budget and dues recommendations for the Region; prepare full and interim financial reports as directed by the Region Board; and serve on the Executive Committee. The Finance Director shall serve a two-year term.

Section 2. Qualifications. Regular Members and non-members may be nominated for any Region office. However, only Regular Members in good standing shall be eligible for election to office, providing they meet bylaw requirements. Non-members must become Association members prior to election.

Section 3. Officer Nomination.

(a) The Regional Board shall appoint a Nominating Committee, consisting of the immediately available Past Chair, who chairs the committee; the Vice Chair; and the Chair of the Region Board. The Nominating Committee shall nominate candidates for the offices of Vice Chair, Secretary, and Finance Director, and other Director positions established by the Region Board. Nominees may be drawn from submissions by any source, including self-nomination.

(b) The Vice Chair automatically succeeds to Chair.

(c) The Nominating Committee shall develop its own procedures for screening nominees, under guidelines adopted by the Region Board, with consideration for Chapter representation; and shall present its slate to the Region Board for approval. Notice of the Annual 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 15 working days before the Annual Meeting.

Section 4. Election. Officers shall be elected at the Annual Meeting. These officers, and the Chair, shall take office upon ratification by a majority vote of voting Delegates at the Annual Meeting, and hold office until replaced by their duly elected and qualified successors.

Section 5. Term of Office. The Chair, Past Chair and Vice Chair shall each serve a single one-year term, or until a successor is duly elected and qualified. The Secretary and Finance Director shall serve two-year terms.

Section 6. Vacancies or Removal.

(a) Vacancies in any elective office shall be filled for the balance of the term by the Region Board at any Regular or Special Meeting in accordance with provisions in Region policy.

(b) The Region Board, at its discretion and following IABC and Region policy, may, by two-thirds vote, remove any officer from office for cause.

ARTICLE 6

MEETINGS

Section 1. Director Meetings. The Region shall conduct Director 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. With the consent of all participants, members may participate in any meeting of the Region 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. A majority of the Board may approve meetings by electronic means. Procedures for voting and establishing quorum shall be as described in Article 6, Sections 5 and 6. Only members of the Board and participants invited to the meeting shall be notified of the meeting details and electronic access procedures to protect the security of the proceedings. Participants will announce their name and chapter affiliation at the beginning of meetings held by electronic means and these will be verified by the Secretary.

Section 2. Annual Meeting. One of the Region's Regular Meetings shall be an Annual Meeting held at a time and location prescribed by the Region Board for election of officers and Region Board members, and the conduct of Region business.

Section 3. Special Meetings. Special Meetings may be called by the Region Board or the Executive Committee. Five percent or more of Regular Members or 25 percent of the Region's Delegates may call a Special Meeting by a written request to the Secretary for submission to the Chair. The Region Board must hold the meeting not less than 35 or more than 60 days after receipt of the request.

Section 4. Notice of Meetings.

(a) All Delegates and Alternates shall be sent written notice of Regular, Annual, and Special Meetings. The notice shall include the time, location, and purpose of the meeting and, for the Annual Meeting, a list of nominees for officer and Region Board positions. For Special Meetings called by five percent or more of the Regular Members or 25 percent of the Region's Delegates, notice of the meeting must be given within 20 days after receipt of the request.

(b) Any notice shall be sufficiently given if delivered personally to the member; or if delivered to the last address of such person as recorded in the books of IABC; or if mailed by prepaid mail addressed to said address; or if sent to said address by any means of wire or wireless or any other form of transmitted or recorded communication. Electronic mail may be used for notices at the discretion of the Region Board, provided the member has consented to such method of notification. IABC or the Secretary may change the address on 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.

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), each of whom shall have one vote.

(b) When any law, the Articles of Incorporation or these bylaws require a measure to be approved by a two-thirds majority of those voting, the measure must be approved by two-thirds of the Delegates. Measures requiring a simple majority may be approved by a majority of the votes cast by Region Board members and Delegates (or their Alternates).

(c) Motions at Regular, Annual or Special Meetings shall be considered approved with a two-thirds majority vote of the Region Board.

(c) Voting on all matters, including amendment of 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; 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 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). The voter, in all cases, must be a Regular Member of IABC.

Section 7. Proxies.

(a) General procedure. Delegates to any Regular, Annual, or Special Meeting may assign their vote(s) by 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 mail, other courier, or any means of wire or wireless or any other form of transmitted or recorded communication, (1) to the Secretary or (2) to 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 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 Secretary or to IABC. No proxy may be counted or otherwise treated as valid unless it is actually delivered to the Secretary or to IABC not less than 10 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 Secretary or to IABC. Unless it specifically states otherwise, a proxy shall be valid only for the next meeting after it is given, after which it 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 Secretary or to 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 Regular 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 of the affairs of the Region; 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 Region's mission; and supervise disbursement of its funds. 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 Region Executive Committee, the Chair, or to other committees or persons.

Section 2. Composition. The Region Board shall consist of the officers of the Region and one delegate from each chapter residing within the geographic area established in Article 1, Section 3. Committee and task force chairs, the IABC Chair, and all members of the IABC Executive Board shall be ex officio.

Section 3. Portfolios. The Regional board shall adopt portfolios as needed to effectively conduct the business of the region. Directors of the portfolios shall be appointed, with the consent of the Executive Board, to form committees, work groups, or task forces of 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 Region Board, primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic, and cultural diversity, and for small, medium, and large Chapter representation.

Section 4. Qualifications. Regular Members and non-members may be nominated for director. However, only Regular Members in good standing shall be eligible for election as directors, providing they meet bylaw requirements. Non-members must become Association members prior to election.

Section 5. Region Board Nomination.

(a) Each director is nominated by a Nominating Committee (See Article 5, Section 3) consisting of the immediately available Past Chair, who chairs the committee; the Vice Chair and the Chair. Nominees may be drawn from submissions by any source, including self-nomination.

(b) The Nominating Committee shall develop its own procedures for screening nominees, under guidelines adopted by the Region Board, primarily on the basis of competency criteria

established by IABC, with consideration for geographic, demographic, and cultural diversity, and for small, medium, and large Chapter representation; and shall present its slate to the Region Board for approval. Notice of the Annual 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 15 working days before the Annual Meeting.

Section 6. Election. Directors shall be elected at the Annual Meeting. These directors shall take office upon ratification by a majority vote of voting Delegates at the Annual Meeting and continue to serve until replaced by their duly elected and qualified successors.

Section 7. Term of Office. Directors each serve a two-year term or until a successor is duly elected and qualified, with three directors elected each year. A director may be elected for a second consecutive term.

Section 8. Vacancies or Removal.

(a) Vacancies in any directorship shall be filled for the balance of the term by the Region Board at any Regular or Special Meeting in accordance with provisions in Region policy.

(b) The Region Board, at its discretion and following IABC and Region policy, may, by two-thirds vote, remove any director 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 mustered, the meeting may proceed and any action taken shall become valid if subsequently confirmed by unanimous approval in writing of the Region Board members. Members may participate in any meeting of the Region Board or any committee of the Region 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 10. Meetings. The Region Board shall meet no less than three times during each Administrative Year at such time and at such place 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 15 working days before the 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 Board may at its 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 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 services as a Region Board member.

ARTICLE 8

EXECUTIVE COMMITTEE

Section 1. Authority and Responsibility. The Executive Committee may act on 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 mail or at the next Region Board meeting.

Section 2. Composition and Selection. The Executive Committee shall consist of the officers and directors. The Chair of the Region Board shall chair the Executive Committee.

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

From time to time, the Board may establish committees to assist the Board in the running of the region.

Section 1. Committees, Special Committees, and Task Forces. The Chair shall, at the direction of the board, appoint committees, subcommittees, task forces, work groups, or advisory bodies, however designated, as are necessary and which are not in conflict with other provisions of these bylaws, and shall prescribe their duties. 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, without remuneration.

Section 2. Selection Criteria. Committee members shall be selected primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic, and cultural diversity, and for small, medium, and large Chapter representation.

ARTICLE 10

FINANCE

Section 1. Authority. The Region Board shall have supervision, 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. The fiscal year commences July 1 and concludes June 30 of each year.

Section 3. Budget. The Region Board shall adopt an operating budget covering all activities of the Region.

Section 4. Financial Review. The accounts of the Region shall be reviewed or audited under supervision of the Finance Director not less than annually by an independent, qualified party.

Section 5. Investments. The Finance Director 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 under authority of, the Region Board. Approval of Investments requires a majority vote of the Board.

Section 6. Reserves. The Region shall maintain a reserve, established by Region Board policy, to ensure stability and continuity of Region operations. The amount of the reserve shall be reviewed annually and ratified by the Region Board.

Section 7. Auditor. The Board shall, every other year, appoint an auditor to review or audit the accounts and annual financial statements of the Region for report to the members. The auditor shall not be a director, officer or employee of the Region without the consent of the members.

ARTICLE 11

OPERATIONS

Section 1. Parliamentary Authority. Region meetings and procedures shall be regulated and controlled according to 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 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. 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 carrying out of the objectives of the Region, provided that such rules and code do not in any way conflict with those of 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 governance, management, operation, and administrative procedures of, and provision of services and conferring of honors by, the Region. These rules, regulations, and policies shall in

no instance contravene bylaws of IABC or the Region. In cases where there is a conflict, IABC bylaws and policy shall prevail.

Section 3. Duties of Officers, Directors, and Others. Every director and officer 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 director or officer shall be liable for the acts, receipts, neglects, or defaults of any other director, officer, or employee; 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 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 director or officer; 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 director or officer from the duty to act in accordance with law and the regulations thereunder or from liability for any breach thereof.

(b) Indemnity. Subject to law and the Articles of Incorporation, the Region shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Region's request as director or officer of a body corporate 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 a director or officer 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 law permits or requires. Nothing in this bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this bylaw.

Section 4. Nondiscrimination. The Region shall not accept an organizational unit that denies membership or membership privileges 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 15 working 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 Delegate vote. **New bylaws, repealed bylaws or amended bylaws that relate to Subsection 155(2) of the Canada Corporations Act and deal with corporate governance must be approved by the Minister of Industry before these are enforced or acted upon.**

Section 2. Conformance with IABC bylaws. These bylaws and any amendments to them shall in no instance contravene bylaws of IABC. In cases where there is a conflict, 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 individual members of 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 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 meeting, no later than 15 working days prior to the meeting at which said proposal is to be considered.

(b) Dispersal of Funds. On dissolution of the Region, any funds remaining shall be distributed to the chapters in the region pro-rated based on the number of members in the chapter.