



International Association of Business Communicators Canada East Region

IABC CANADA EAST REGION: BYLAWS

• Amended June 19, 2024

Bylaws

1. NAME

This organization is the **International Association of Business Communicators (IABC), Canada East Region (CER)**. Hereafter, referred to as “**IABC**” and “**CER**” respectively.

2. MANDATE

IABC is dedicated to fostering the highest professional standards of quality and innovation in communications to positively impact organizations worldwide. CER supports this mission through the support and development of CER chapter leaders.

CER serves three principal constituencies:

- Chapter and Region leaders;
- IABC Executive Board; and
- IABC Canada members (including those in the Canada West Region).

CER serves Chapter and Region leaders by facilitating the exchange of information, ideas, resources and communications throughout CER and, by providing leadership training.

CER 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; by 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 assist in succession planning at the International level of the organization.

3. ORGANIZATION

CER is a volunteer-driven organization whose strength is derived from the dedication of its members to the advancement of their profession by contributing to the effectiveness of organizations through strategic communication.

CER is a not-for-profit organization and is a part of the network of six regions that comprise IABC. The geographic area served by CER includes: the Canadian provinces of Newfoundland and Labrador; Prince Edward Island; Nova Scotia; New Brunswick; Quebec; Ontario; and the territory of Nunavut.

4. BOARD STRUCTURE

CER Board

The officers of CER shall include, but not be limited to:

- Chair
- Vice Chair
- Immediate Past Chair
- Director, Finance
- Director, Communications
- Director, National Programs
- Director, Leadership and Professional Development
- Director, Member Engagement
- Chapter Presidents from each chapter within the CER.

CER Executive

- The CER Executive will be comprised of the Chair, Vice Chair, Immediate Past Chair, and Director, Finance.

Qualifications for CER Office

Any regular chapter member of the CER, in good standing is eligible for nomination and election to any elective office on the CER Board – provided that he or she meets requirements set out in the CER bylaws. This eligibility includes Members-at-Large – members of the association whose residence or place of work is more than 80 kilometres from an IABC chapter. Immediate past presidents from chapters are not eligible for a director position.

CER's reserve funds are invested with an Ontario investment dealer and legally require signatures from two Ontario residents to perform transactions. It is therefore proposed that two of the four executive positions must come from Ontario (Finance, Vice Chair, Chair, Past Chair).

Nomination of CER Officers

The Past Chair leads the nomination process for CER. The Vice Chair and the Incoming Chapter Presidents within CER automatically become members of the incoming CER Board. However, the Director positions follow a standard nomination process. The Past Chair shall issue a call for nominations to all members via the Members-at-Large distribution list, Chapter Presidents and other CER Directors at least 60 days prior to the Annual General Meeting (AGM) to build a pool of potential board candidates.

Once nominated, Directors are designated through a CER nominating committee which consists of the Chair, Vice Chair, Past Chair, and a Chapter President and/or one non-returning Director. Notice of the date, time, and location of the AGM shall be circulated to the CER membership at least 30 days prior to the AGM. A copy of the proposed CER board slate will be circulated to the CER membership prior to the AGM.

Chapters within CER shall determine the method of electing their respective Chapter

Presidents who will automatically represent the chapter on the CER Board, provided such election methods are consistent with IABC bylaws and policies.

Election of CER Officers

The nominating committee shall present its slate at the CER AGM for ratification. In this process, the Directors shall be elected by a majority vote at the AGM. The International Executive Board's Nominating Committee will select the Vice Chair candidate. Current Directors will not be eligible to vote during this process, to avoid potential conflict of interest concerns. The term for these elected officers and the locally elected Chapter Presidents shall begin on July 1, each year.

Term of Office

- **Immediate Past Chair** – shall serve a term of one year.
- **Chair** – shall serve a term of one year.
- **Vice Chair** – shall serve a term of one year.
- **Director, Finance** – shall serve a term of one year.
- **Chapter Presidents** – shall serve terms consistent with the policies of their respective chapters.
- **Directors** – shall serve a maximum of two one-year terms within the same portfolio. Once per annum, Directors will be provided with “first right of refusal” to serve an additional year in the same portfolio – provided they remain a member in good standing and have performed the basic functions of their roles throughout the previous CER Board year.

A director shall be invited to complete a second two-year term within the same portfolio in order to complete a substantial project, or if no other member in good standing expresses interest or for any other reason deemed appropriate by the Nominating Committee, pending approval of a vote of majority by the CER Board at the AGM, provided they remain a member of IABC in good standing.

Vacancies

Vacancies in any elective CER office, except Chapter President, can be filled for the balance of the term, until June 30th, by a majority vote of the CER Board. The CER Board reserves the right to keep a Board position vacant until a suitable candidate is identified. The CER board also reserves the right to create ad-hoc roles as required for a specific board year. These ad-hoc roles shall exist for no more than one year, unless otherwise stated by the CER Board.

If a Chapter President is unable to serve on the CER Board, the respective chapter shall name a successor within 30 days of notification.

If the Chair is unable to serve for any reason, the Vice Chair shall automatically assume the Chair's role until the elected Chair is able to return to duty.

If the Vice Chair or a Director is unable to serve for any reason, the CER Executive, under the direction of the Chair, shall select a candidate to fill the non-expired term and

forward that recommendation to the CER Board. The CER Board, except Directors, shall elect a successor in accordance with these bylaws.

Removal

The CER Executive reserves the right to remove any CER Director* from his or her CER position at any time during the term of office. This process shall be conducted entirely by the CER Executive and will be initiated if a Director:

- Fails to attend two consecutive board meetings without providing prior written notice to the Chair at least 14 days in advance of the scheduled meeting (Note that Chapter Presidents can send a designate in their place when necessary);
- Does not complete the minimum position requirements that shall be updated prior to the start of the nomination process for each administrative year;
- Acts in a manner contrary to the policies and guidelines of CER and/or of IABC; • Conducts him or herself in a manner contrary to the laws of the land.

*A Chapter President can only be removed from his or her position through the processes outlined by his/her respective chapter.

5. BOARD DUTIES

All CER Board positions will be reviewed on an annual basis by the Vice Chair to ensure CER delivers on its mandate. Any proposed adjustments to Board roles will be presented to the CER Executive for review by January 15, each year. Any edits will be then be provided to the Vice Chair by February 1, each year. The Vice Chair will then provide an updated proposal to the CER Board for review and comment to be provided back to the Vice Chair by February 15, each year. The Vice Chair will then provide the finalized changes, if any, to the CER board for ratification on or before March 1, each year. **Note:** Directors are not eligible to vote on any changes that directly relate to the Director role, to avoid potential conflict of interest concerns.

See the CER Board Orientation information posted to the CER exchange site for the most recent and specific CER Board roles and accountabilities.

6. BOARD OPERATIONS

Authority and responsibility

The CER Board shall supervise and direct the affairs of CER, determine its policies within the limits of these bylaws, support the IABC mission and supervise the disbursement of Region funds. The CER 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 CER Executive, the Chair or to other committees or persons.

Quorum of the Board

A quorum of the CER Board shall consist of a majority of voting members – this will not include Directors if the item to be voted on is specific to the Director roles and

accountabilities. If a quorum cannot be achieved, a meeting may proceed and any proposed action shall become valid if subsequently confirmed by the majority approval of the voting-eligible members of the CER Board.

Meetings of the CER Board

The CER Board shall conduct regular meetings – in-person or via conference call – during each administrative year. At least one of these meetings shall be held in conjunction with the AGM. Notice of all such meetings shall be provided to CER Board members at least 30 days in advance. In addition to these in-person meetings, the CER Executive shall meet regularly during the administrative year via conference call.

Voting

All CER Board members shall be eligible to vote at meetings, with two

exceptions: • The Board member who is chairing the meeting is only eligible to vote in instances of a tie vote by the remaining CER Board members;

- Directors are not eligible to vote on items that are specific to the Director roles and responsibilities to avoid potential conflict of interest concerns.

Votes can take place in-person, via telephone or via e-mail. CER Board members who are unable to attend a meeting may designate another voting member of the Board to vote on their behalf through a written proxy – that is to be provided to both the voting member and the Chair.

Compensation

- No member of the CER Board may receive any compensation for services rendered to the Board, however may receive reimbursement for certain expenditures incurred on behalf of the CER.
- No member of the CER Board may serve as a paid consultant or vendor to IABC during his/her term(s) in office.
- No member of the CER Board shall incur expenses payable by IABC except by prior agreement of the CER Board or in the performance of routine matters customarily paid for by IABC, as outlined in the appendices of these bylaws.

Signing Authority

Any binding documents must be signed by the Chair and at least one other CER Board member, only after having been reviewed and approved by at least the CER Executive. Documents so signed are binding without further authorization or formality. In cases where the Chair is unavailable, the Vice Chair can be the designated signatory.

The CER Board may, by agreement, appoint individuals on its behalf to sign specific documents. The CER Board may also assign power-of-attorney to registered dealers in securities to transfer and/or deal with any stocks, bonds or other securities of the CER.

Contracts

A copy of any and all signed contracts must be provided to the Director of Finance, immediately upon signing.

Any and all contracts pertaining to the CER must contain a clause that ensures express CER ownership of any and all intellectual property.

7. CER EXECUTIVE

Authority

The CER Executive, as defined in section 4, may act for the CER Board between board meetings on all matters delegated to it by these bylaws. Actions of the CER Executive shall be reported to the board by mail, e-mail or in-person at the next board meeting.

8. CER DUES

Dues and fees payable to CER are determined by the CER Board, confirmed by a majority vote of the CER Board members and will take effect no sooner than 30 days from ratification. No dues will be refunded to any chapter whose operations have terminated, regardless of the reason.

9. FINANCES

Authority

The CER Board has authority over the receipts, expenditures and assets of the CER.

Fiscal / Administrative Year

The fiscal year of CER shall begin July 1 of each year and terminate June 30 of the following year.

Budget

For each fiscal / administrative year, the CER Board will adopt an operating budget prepared by the Director, Finance covering all activities of the CER. Travel guidelines can be adjusted on an annual basis to reflect the environment and accountabilities for all CER board members. This is to be done prior to the start of the Board nomination process.

Reserves

To ensure stability and continuity of operations, the CER will retain in its general operating account reserves an amount equivalent to one year's membership dues received from IABC HQ (based on previous year's dues).

Compensation

CER Board members are volunteers. None of the assets of the CER will ever accrue to individuals or groups of members.

Financial Reviews

Following the CER AGM, the Director, Finance shall arrange for an independent review of the Region's accounts. The resulting financial statement will be submitted to the Board within 30 days of the Region's fiscal / administrative year-end of June 30.

Investments

The Director, Finance has the authority to invest CER funds, up to a limit set by the Board, in vehicles with guaranteed returns, upon approval by the CER Executive.

10. ANNUAL GENERAL MEETING (AGM)

CER will hold an AGM once per administrative year at a location and time to be determined by the CER Board. All chapter members within the CER are welcome and entitled to attend the AGM. Chapter members of the CER Board will receive notice of the AGM at least 30 days prior to the meeting date.

At the AGM, or through mailed ballots to the Director, Finance, each voting member of the board will have one (1) vote. Representation by a majority of chapters, plus two voting officers, constitutes a quorum at the AGM.

11. BYLAW AMENDMENTS

The CER bylaws, policies and procedures may be amended by a majority vote of the CER Board. These bylaws and any amendment to them will not contravene the bylaws of the international body of IABC. Amendments to the CER bylaws, once ratified, supersedes any previous CER bylaw amendments and notations.

12. DISSOLUTION

A chapter may apply for dissolution or suspension of operations through written notice to the CER Chair.

The CER can apply for dissolution or suspension of operations through written notice to the IABC International Chair. Upon dissolution, any remaining CER funds will be distributed on a per capita basis to the chapters that fall within the former CER geographic jurisdiction as outlined by these bylaws.

13. NEW CHAPTER APPLICATIONS

A group of 10 or more regular members, meeting the requirements outlined in IABC's bylaws and policies, may apply to the CER Board for a recommendation of affiliation as an IABC chapter. By a majority vote of approval by the CER Board, the Chair will recommend to IABC's Executive Board that a charter for the requesting chapter be approved.

A chapter may organize itself to serve members in any manner that does not contravene the bylaws of IABC or CER. Full and developing chapters must remain in good standing, as defined by IABC and CER bylaws or, be subject to termination of its operations. CER will also not support any chapter or any practice that contravenes the laws of the land and/or denies membership or privileges at a chapter level on the basis of gender, race, colour, creed, disability, sexual orientation, age or national origin.

14. CHAPTER FINANCIAL REPORTING

All chapters within the CER are required to provide regular reporting on chapter finances as per the schedule outlined at the start of each Board year. Failure to provide this reporting for more than three consecutive occasions can result in the CER Board conducting an independent review of the offending chapter's finances. This is done to maintain the integrity of the process and to remain transparent and accountable to chapter members, the board, and the international body of IABC.