



# International Association of Business Communicators Oregon Columbia

## BYLAWS

### IABC/Oregon-Columbia International Association of Business Communicators

#### PREAMBLE

##### **Section 1. Vision.**

Professional communicators at the heart of every organization.

##### **Section 2. Purpose.**

To advance the profession, create connection and develop strategic communicators.

##### **Section 3. Philosophy.**

IABC pledges to:

- Represent the global profession.
- Foster a diverse community.
- Focus on insights and results.
- Honor our Code of Ethics.

We will achieve this by being open, contemporary and professional.

#### **Article 1. Name and Location**

##### **Section 1 - Name**

The name of this Chapter shall be IABC/Oregon-Columbia, a not-for-profit organization.

##### **Section 2 - Affiliation**

IABC/Oregon-Columbia is a Chapter of the International Association of Business Communicators (the Association, or IABC), who is located in California and/or in such other localities as determined by the International Executive Board.

##### **Section 3 - Location**

The geographic area served by IABC/Oregon-Columbia shall include Oregon and Southwestern Washington State, as may be defined from time to time by the IABC.

#### **Article 2. Membership**

##### **Section 1 - Qualification**

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

## **Section 2 - Types of Membership**

IABC memberships are held by individuals, not organizations, and include:

(a) Professional Members. Professional Members include professional communicators, educators, consultants, and other professionals in the communication field; Fellows; retired communicators; and others as may be designated from time to time by the International Executive Board. Professional Members of IABC/Oregon-Columbia must be Professional Members of the International Association of Business Communicators.

(b) Student Members. Student Membership is open to students of educational institutions, as defined in IABC policy.

(c) Membership Sections. The Executive Board may establish membership sections or other organizational units based on professional, industry, or specialized fields, or other criteria that the Executive Board may determine from time to time.

(d) Service and Participation. Policies governing services and participation for all membership categories and sections shall be determined by the IABC/Oregon-Columbia Executive Board (also referred to as Chapter Board), unless otherwise stipulated in these Bylaws.

## **Section 3 - Member Rights**

(a) Voting rights are reserved for Professional Members of the Association, except as otherwise provided in IABC policy, or these Bylaws.

(b) Open Meeting attendance Professional Members are entitled to attend and observe all meetings of the Association and chapter; and meetings and sessions of all Association and chapter boards, committees, task forces, work groups, and other subgroups; no professional member is entitled to address, interrupt, or otherwise participate in such meetings without the express invitation of either the President, chair, or group leader, or the consent of a majority of the board, committee, or group holding the meeting. The Chapter may establish fees for some meetings.

(c) Closed meeting attendance. Professional Members are not entitled to attend sessions of the International Executive Board, chapter board or any other governing group that have been closed in accordance with law, IABC policy, Chapter policy, or these Bylaws.

## **Section 4 – Annual Dues**

(a). Establishment of Chapter Dues. Dues and other Chapter fees shall be set by a majority vote of the Executive Board of IABC/Oregon-Columbia.

(b). Dues Payment. All Professional Members must pay applicable International, Region, and Chapter dues. Student Members, Affiliate Members, and Membership Sections must pay applicable dues as defined in IABC policy.

(c). Cancellation. Membership dues shall be paid on an annual basis. Members who fail to pay their dues within two months after they are due shall be notified and thereupon forfeit all rights and privileges of membership.

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

## **Section 5 - Duration of Membership; Resignation and Removal**

Membership is effective during the period for which dues have been paid.

(a). Resignation. Any Member may resign by filing a written resignation with the Secretary/Treasurer or with IABC. All rights, privileges, and interest of a Member in or to IABC/Oregon-Columbia and the Association shall cease on termination of membership. No dues shall be refunded, as set forth in Article 2, Section 4, Paragraph (d).

(b). Removal. Any Member may be removed from membership by the International Executive Board by 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 30 days' notice of the proposed termination and reasons for such termination. That member will have at least 15 days to respond in writing to the Chapter's Executive Board, for forwarding to the Executive Committee of the International Association of Business Communicators, which then shall make a final determination.

## **Article 3: Organizational Structure**

### **Section 1 - Administrative Year**

The Chapter's Administrative Year shall begin when the incoming Executive Board of IABC/Oregon-Columbia and officers begin their terms and shall end when the next Executive Board and officers begin their terms the subsequent year.

### **Section 2 - Chapter Responsibilities**

(a) Chapter Affiliation. The Chapter is a group of Members, meeting the requirements of and chartered by the IABC International Executive Board, and is affiliated with IABC and bound by its Bylaws, policies, and rules, and by the IABC Code of Ethics for Professional Communicators. All chartered chapters are required to sign the IABC Chapter Affiliation agreement.

(b) Chapter Organization. The Chapter shall organize itself to serve its members in any appropriate manner that does not contravene the Bylaws, policies, or rules of IABC, or the IABC Code of Ethics for Professional Communicators.

(c) Chapter Status. The Chapter shall remain in good standing, as defined by IABC Bylaws, policies, and rules.

### **Section 3 – Disciplinary Action.**

Any Chapter that fails to comply with IABC bylaws, policies, procedures or the IABC Code of Ethics for Professional Communicators may be subject to disciplinary action by a two-thirds vote of the International Executive Board, as provided in IABC policy.

## **Article 4. Meetings**

### **Section 1 - Regular Meetings**

Regular meetings of IABC/Oregon-Columbia shall be held on a regularly scheduled basis within the area served by the Chapter as the IABC/Oregon-Columbia Executive Board shall determine.

### **Section 2 - Notice of Meetings**

(a) Written Notice. All members shall be sent written notice of meetings, including time, location, and purpose of the meeting, at least one week prior to said meeting. Notice may be sent by mail or any means of electronic communication or any other form of transmitted or recorded communication, provided the member has consented to such method of notification.

### **Section 3 - Special Meetings**

(a) The IABC/ Oregon-Columbia Executive Board may call special meetings of the membership at any time by sending written notice as specified in Article 4., Section 2.

(b) A special meeting of the membership shall be held no less than 35 days, nor more than 60 days after receipt of the request for such a meeting, delivered to the Secretary and signed by at least 30 percent of the total voting membership.

### **Section 4 - Voting**

Voting rights are reserved for Professional Members of the Association; Students shall not be eligible to vote.

### **Section 5 - Quorum**

A quorum necessary to act on official business of the entire Chapter shall consist of at least a majority of the total voting membership of IABC/ Oregon-Columbia. Voting by proxy is not allowed for Chapter Executive Board proceedings.

### **Section 6 - Cancellation**

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

## **Article 5. IABC/Oregon-Columbia Executive Board**

### **Section 1. Authority and Responsibility.**

(a) The IABC/Oregon-Columbia Executive Board shall have supervision, control, and direction of the affairs of IABC/Oregon-Columbia; determine its policy or changes therein within the limits of law, these Bylaws, and the Bylaws, rules, and procedures of IABC; uphold the IABC Code of Ethics for Professional Communicators; actively pursue the Chapter's mission; and supervise disbursement of its funds.

(b) The IABC/Oregon-Columbia Executive Board may adopt such rules and regulations for the conduct of its business, as it deems advisable and may delegate certain of its authority and responsibility to the President, the officers, or to other committees or persons.

(c) The IABC/Oregon-Columbia Executive Board shall select a Delegate and Alternate from among the Chapter President, Past President, and President-Elect to cast the Chapter's vote on IABC issues.

### **Section 2 – Executive Board Composition**

The IABC/Oregon-Columbia Executive Board shall consist of the officers of IABC/Oregon-Columbia, as defined in Article 5, Section 3. Chapter committee chairpersons, and any members of the IABC International Executive Board or the IABC Region Board who are members of IABC/Oregon-Columbia, shall be *ex officio*, nonvoting members of the Chapter's Executive Board.

### **Section 3 - Quorum**

(a) A quorum of the IABC/ Oregon-Columbia Executive Board shall consist of a majority of the voting members.

(b) If a quorum is not present, a meeting may proceed, and any action taken shall become valid if subsequently confirmed by unanimous approval in writing of the voting members of the IABC/Oregon-Columbia Executive Board.

(c) With permission of the President, members may participate in any meeting of the IABC/Oregon-Columbia Executive Board or any committee of the IABC/Oregon-Columbia Executive Board by means of videoconference, conference telephone, Internet conferencing, or other similar communications or collaborative conferencing equipment or software that enables all persons participating in the meeting to hear and speak with each other. Participation in a meeting by means of such equipment shall constitute presence in person at the meeting.

#### **Section 4 – IABC/Oregon-Columbia Executive Board Meetings**

(a). The IABC/Oregon-Columbia Executive Board shall meet no fewer than three times during each Administrative Year at such time and at such place as the President may prescribe. Notice of all such meetings shall be given to board members in the manner specified in Article 5, Section 3, Paragraph (c), not less than 30 days before the meeting is held.

(b). Special meetings of the IABC/Oregon-Columbia Executive Board may be called by the President or at the request of two-thirds of the officers. Officers shall be notified not less than 72 hours before any such special meeting is held.

#### **Section 5 - Closed Session**

(a) Vote to Close Session. The IABC/Oregon-Columbia Executive Board may at its discretion, and when required by law, IABC policy, Chapter policy, or these Bylaws, vote to hold closed sessions, provided that (1) the reason for the closed session and (2) the individual vote of each IABC/Oregon-Columbia Executive Board member to hold the closed session are recorded in the minutes of the open session.

(b) Attendance and Access to Records. The only persons entitled to be present during, or review the records of, a closed session are those entitled to vote thereat; others who, although not entitled to vote, are entitled or required under provision of law, IABC policy, Chapter policy, or these Bylaws to be present at the meeting; and those invited by the President or with the consent of the IABC/Oregon-Columbia Executive Board.

#### **Section 6 – Compensation**

No member of the IABC/Oregon-Columbia Executive Board shall receive any compensation for services as an officer or board member.

### **Article 6. IABC/ Oregon-Columbia Executive Board Officers**

#### **Section 1 – Officer Qualifications.**

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

#### **Section 2 – Officer Nominations.**

(a) All Candidates for each office except President and Past President shall be selected by a Nominating Committee, consisting of the Past President, President-Elect who will serve as chair and up to three members appointed by the President. Nominees will be drawn from submission by members of IABC/Oregon-Columbia, including self-nomination.

(b) The President-Elect automatically accedes to the office of President. The outgoing President automatically assumes the office of Past President.

(c) The Nominating Committee shall screen nominees under guidelines adopted by the Chapter Board, primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic, and cultural diversity.

(d) The Nominating Committee shall present its slate to the IABC/ Oregon-Columbia Executive Board for approval, and copies of the slate shall be sent in writing to all voting members.

### **Section 3 - Officers**

(a) The officers of IABC/Oregon-Columbia shall be a President, President-Elect, Past President, Vice President of Finance, Vice President of Membership, and other offices determined by the Board including, but not limited to: Vice President of Professional Development, Secretary or Vice President of Communication, Webmaster or Vice President of Electronic Communications. These officers shall perform the duties necessary to the office or as prescribed by the Executive Board, these Bylaws, Chapter policy, and the parliamentary authority adopted by the Chapter.

(b) The President and President-Elect shall serve a single one-year term. Other elected officers shall serve a one-year term and may be elected for a second consecutive term. Exceptions to these terms of office can be made by a majority vote of the Chapter Board.

### **Section 4 - Election of Officers**

(a) An official ballot shall accompany the slate of officers sent to all voting members; ballots must be returned to the Secretary or as otherwise directed. Votes must be returned, electronically or in print by the date outlined in the ballot, no less than seven (7) calendar days from the date the ballot is distributed. A non-response to the slate of officers is counted as a “yes” for the slate as presented. The out-going President is responsible for overseeing the tabulation of all official votes.

(b) Officers shall take office at the close of the meeting at which their election is announced, or by June 30 of the fiscal year, whichever comes first, and shall hold office until replaced by their duly elected and qualified successors.

### **Section 5 - Vacancies or Removal**

(a) Officer Vacancies. Vacancies in any office on the IABC/Oregon-Columbia Executive Board shall be filled for the balance of the term by the Chapter Board at any regular or special meeting in accordance with these Bylaws. Successors must be named within 30 days of the vacancy. In the event the president is unable to serve, the president-elect automatically serves out the term and the following term.

(b) Office Removal. IABC/Oregon-Columbia Executive Board, at its discretion and following IABC and Chapter policy, may, by two-thirds vote, remove any officer from office.

## **Article 7. Duties of Officers**

### **Section 1 - President**

The President shall serve as the chief executive officer of IABC/Oregon-Columbia; exercise general supervision over executive affairs of IABC/Oregon-Columbia; preside at all regular and special meetings of the Chapter and of the Chapter Board; appoint and serve, *ex officio*, on all committees, represent or appoint a representative of IABC/Oregon-Columbia at meetings of other organizations and in civic, professional, and educational activities; and perform other duties necessary to the office or as prescribed by the IABC/Oregon-Columbia Executive Board and these Bylaws. The President shall serve a single one-year term.

### **Section 2 - President-Elect**

The President-Elect shall serve as Executive Vice President of IABC/Oregon-Columbia; act in the absence of the President; and perform other duties necessary to the office or as prescribed by the

President, the IABC/Oregon-Columbia Executive Board, and these Bylaws. The President-Elect shall serve a single one-year term and shall automatically accede to the office of President.

**Section 3 – Secretary or Vice President of Administration**

The Secretary or Vice President of Administration shall keep a record of all the proceedings of the Chapter; sign all certified copies of acts of the Chapter; maintain official Chapter record books, Bylaws, policies, procedures, and other documents; prepare meeting notices and orders of business; and perform other duties necessary to the office or as prescribed by the President, the IABC/Oregon-Columbia; Executive Board, and these Bylaws. The Secretary shall serve a one-year term and may be elected for a second consecutive term.

**Section 4 - Vice President of Finance**

The Vice President of Finance shall serve as Treasurer and chief financial officer of the Chapter; chair the Finance Committee; be responsible for deposit, safekeeping, and disbursement of the funds of the Chapter; maintain records concerning receipts, expenditures, and assets of the Chapter; prepare an annual budget and dues recommendations for the Chapter; prepare full and interim financial reports as directed by the IABC/Oregon-Columbia Executive Board; and perform other duties necessary to the office or as prescribed by the President, the Executive Board, and these Bylaws. The Vice President of Finance shall serve a one-year term and may be elected for a second consecutive term.

**Section 5 - Vice President of Membership**

The Vice President of Membership shall oversee the recruitment of new members and retention of current members and coordinate activities; shall correspond with and welcome/announce new members; shall provide accurate reports of all current prospective members and forward to Board and database manager as needed; shall oversee membership recognition and reward activities. The Vice President of Membership shall serve a one-year term and may be elected for a second consecutive term.

**Section 6 - Past President**

The Past President shall provide strategic council to the President and other IABC/Oregon-Columbia Executive Board members; help identify members to participate on Region- and International-level committees and work groups; and perform other duties necessary to the office or as prescribed by the President, the IABC/Oregon-Columbia Executive Board, and these Bylaws.

**Article 8. IABC/Oregon-Columbia Executive Board Directors**

The President may appoint board members at-large or directors to participate in board meetings and provide counsel, input and feedback to help the chapter carry out its mission. These board members are/or may be ex officio, non-voting members of the Chapter Board.

**Article 9. Committees**

**Section 1 - Selection Criteria**

Except as otherwise provided by these Bylaws, the President shall appoint chairpersons of all committees, work groups, and task forces, however designated.

**Section 2 - Other Standing Committees, Special Committees, and Task Forces**

The President shall 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 IABC/Oregon-Columbia Executive Board may delegate to any such committee any of the powers of IABC/ Oregon-Columbia Executive Board,

subject to any rules and procedures imposed from time to time by the IABC/ Oregon-Columbia Executive Board. Members shall serve at the pleasure of the Chapter Board, without remuneration. All such committees, subcommittees, task forces, work groups, or advisory bodies, however designated, shall be accountable to the IABC/ Oregon-Columbia Executive Board as defined in Chapter policy.

## **Article 10. Finance**

### **Section 1 - Authority**

The IABC/ Oregon-Columbia Executive Board shall have supervision, control, and direction of the receipts, expenditures, and assets of IABC/Oregon-Columbia.

### **Section 2 - Fiscal Year**

The fiscal year of IABC/Oregon-Columbia shall be the same as that of the International Association of Business Communicators.

### **Section 3 - Budget**

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

### **Section 4 - Reserves**

The IABC/ Oregon-Columbia Executive Board shall develop polices and shall retain or develop financial reserves it deems adequate to provide reasonable financial stability of the Chapter and continuity of its operations and member services. The amount of these operating reserves shall be reviewed annually and ratified by the IABC/ Oregon-Columbia Executive Board.

### **Section 5 - Bonding**

The Vice President of Finance and other Chapter Board members, as determined by the President, shall be bonded in an amount deemed practical by the IABC/ Oregon-Columbia Executive Board.

### **Section 6 – Audits**

The accounts of IABC/Oregon-Columbia shall be audited not less than annually by an independent Certified Public Accountant, approved by the IABC/ Oregon-Columbia Executive Board, who shall provide a report to the IABC/ Oregon-Columbia Executive Board and the membership.

## **Article 11. Operations**

### **Section 1 – Parliamentary Authority**

Chapter 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 Chapter and its members and employees shall abide by the IABC Code of Ethics for Professional Communicators and the Bylaws and policies of IABC and of the Chapter. In addition, the IABC International Executive Board may, from time to time, make, repeal, or amend rules and a Code of Conduct that shall be binding on members and staff. Any such rules and Code may relate to the general regulation of the Chapter and its members and employees, and may contain procedures necessary or desirable for the proper running and carrying out of the objectives of the Chapter.

(b) Rules, Regulations, and Policies. The IABC/Oregon-Columbia Executive Board may establish rules, regulations, and policies, and maintain a Policy Manual relating to governance,



management, operation, and administrative procedures of, and provision of services and conferring of honors by, the Chapter. These rules, regulations, and policies shall in no instance contravene or be inconsistent with law, these Bylaws, or the Bylaws, rules, and procedures of IABC.

### **Section 3 - Duties of Officers, Directors, and Others**

Every officer or Director of IABC/ Oregon-Columbia, in exercising the powers and discharging the duties of an officer or Director, shall act honestly and in good faith with a view to the best interests of the Association and the Chapter, and shall exercise the care, diligence, and skill that a reasonable, prudent person would exercise in comparable circumstances.

(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 Chapter through the insufficiency or deficiency of title to any property acquired for or on behalf of the Chapter; or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Chapter 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 Chapter 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 Chapter shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Chapter's request as director or officer of a body corporate of which the Chapter 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 Chapter or such body corporate; provided that such person (1) acted honestly and in good faith with a view to the best interests of the Chapter, 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 Chapter 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**

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

## **Article 12. Amendments**

### **Section 1 - Procedure**

These Bylaws may be amended by a two-thirds vote of the voting members, provided that the proposed amendments have been submitted and reviewed in accordance with the procedures set forth in Section 2 and sent in writing to all members of the Chapter not less than 30 days prior to the meeting at which they will be considered, and provided that at least a majority of the Executive Board is present for the Chapter vote. Electronic mail or any other form of transmitted or recorded communication may be used for notice of proposed amendments, at the discretion of the Executive

Board. Amendments must receive two-thirds of the returned ballots for passage. The vote may be conducted by mail, email, fax, or at any membership meeting, as decided by the Board.

### **Section 2 - Submission and Review**

Any member may propose an amendment to these Bylaws by first delivering, in writing, a copy of the proposed Bylaws amendment to the Secretary of the Chapter. The Executive Board shall review the proposed Bylaws amendment for content, form, and congruence with other Bylaws, and shall, at the request of the member proposing the Bylaws amendment, present the proposed amendment at the next possible regular or special meeting of the Chapter with their recommendation, for consideration under the provisions set forth in Section 1.

### **Section 3 - 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.

## **Article 13. Dissolution**

IABC/ Oregon-Columbia shall use its funds only to pursue the mission specified in these Bylaws, and no part of said funds shall accrue to or be distributed to members of IABC/ Oregon-Columbia.

On dissolution of IABC/Oregon-Columbia, any funds remaining in the chapter treasury and recent bank statements shall be distributed to the region in which the chapter is located, where they would be held for two years. If after two years the chapter is not re-formed, the funds would permanently revert to the Region, in accordance with IABC governance policies and bylaws.

*Approved by IABC/Oregon-Columbia membership March 2019*