

# IABC Bylaws

*Changes With Annotations For Voting At AGM 2023*

## PREAMBLE

### Section 1. Vision.

Professional ~~communicators~~ communications at the heart of every organization.

### Section 2. Purpose.

Use the power of communication to deepen understanding, inspire action, and transform our worlds. ~~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 organization is the International Association of Business Communicators, a not-for-profit organization incorporated in the Commonwealth of Pennsylvania, USA.

### Section 2. Location.

Offices of the Association shall be located in Illinois and/or in such other localities as determined by the International Executive Board.

## ARTICLE 2 MEMBERSHIP

### Section 1. Qualification.

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

### HYGIENE CHECK

IABC's vision and purpose were revised and approved in 2022, but Bylaws were not updated to reflect the change.

## Section 2. Types of Membership.

Membership in IABC is open to all who meet the membership eligibility criteria. All members shall abide by the Association's Code of Conduct and Code of Ethics.

### **HYGIENE CHECK**

Introductory text to clarify membership eligibility and agreement of Code of Conduct and Code of Ethics.

IABC memberships are held by individuals, 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.

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

(c) Affiliate Members. The International Executive Board may establish affiliate membership, based on membership in Affiliate organizations, as set forth in Article 3, Section 6, and other categories of membership, as the International Executive Board may determine from time to time.

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

(e) Service and Participation. Policies governing services and participation for all membership categories and sections shall be determined by the International Executive Board, unless otherwise stipulated in these bylaws.

## Section 3. Member Rights.

(a) Voting Rights. Voting rights are reserved for Professional Members of the Association.

(b) Open Meeting Attendance. Professional Members are entitled to attend and observe all meetings of the Association; and meetings and sessions of all Association boards, committees, task forces, work groups, and other subgroups; however, no Professional 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. The Association and its Regions, Chapters, and other subdivisions may establish fees for some meetings.

(c) Closed meeting attendance. Professional Members are not entitled to attend sessions of the International Executive Board, the Executive Committee, or any other governing group that have been closed in accordance with law, IABC policy, or IABC bylaws, as set forth in Article 5, Section 5.

#### Section 4. Annual Dues.

(a) Establishment of International Dues. International dues shall be established by a two-thirds vote of the International Executive Board.

(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) Length of Membership. Membership term is for a minimum of one year and dues are assessed on a yearly basis.

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

#### Section 5. Duration of Membership; Resignation/Removal. Member Resignation, Discipline 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 the Association shall cease on termination of membership. No dues shall be refunded, as set forth in Article 2, Section 4, Paragraph (d).

(b) Discipline. Upon receiving a disciplinary matter from the Ethics Committee, the International Executive Board shall convene within 90 days to fully consider all evidence and determine whether or not the member should be disciplined. Discipline may include a written censure, suspension for a specific period of time or expulsion from membership. All deliberations shall be done in accordance with due process outlined in the IABC policy. No dues shall be refunded, as set forth in Article 2, Section 4, Paragraph (d).

(c) Censure. A member may be censured only upon a vote of a majority of the International Executive Board. Censure shall be a formal warning served upon the member within 10 days of the Board's decision. Notice of censure shall include reasons for the censure, information regarding the right of appeal and the timeline to request a hearing, as provided in IABC policy

#### **HYGIENE CHECK**

Heading updated to reflect section content.

#### **HYGIENE CHECK**

Cancellations are handled by IABC Staff.

#### **HYGIENE CHECK**

*Paragraphs (b) through (f)*

Pennsylvania State Non-Profit Law requires provisions in the bylaws to address disciplinary actions, censure, suspension and expulsion of members.

These updates reflect recommended process and procedures from the Ethics Committee.

outlining due process. No dues shall be refunded, as set forth in Article 2, Section 4, Paragraph (d).

(d) Suspension. A member may be suspended from membership upon a two-thirds vote by the International Executive Board. A notice of suspension shall be sent to the member within 10 days of the Board's decision. Notice of suspension shall include reasons for the suspension, the term of the suspension and information regarding the right to appeal and the timeline to request a hearing, as provided in IABC policy outlining due process. No dues shall be refunded, as set forth in Article 2, Section 4, Paragraph (d). Any member who is under suspension shall not be allowed to participate in any Association functions or to represent themselves as a member of the Association.

(be) RemovalExpulsion. A member may be expelled from membership upon a two-thirds vote by the International Executive Board. A notice of expulsion shall be sent to the member within 10 days of the Board's decision. Notice of expulsion shall include reasons for the expulsion, information regarding the right to appeal and the timeline to request a hearing, as provided in IABC policy outlining due process. No dues shall be refunded, as set forth in Article 2, Section 4, Paragraph (d). Any member who is expelled shall not be allowed to participate in any Association functions or to represent themselves as a member of the Association.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 IABC for submission to the Executive Committee, which then shall make a final determination. No dues shall be refunded, as set forth in Article 2, Section 4, Paragraph (d).

(f) Reinstatement. A member who has been expelled may seek reinstatement after a period of five years. Reinstatement of membership requires a two-thirds vote by the International Executive Board.

## ARTICLE 3 ORGANIZATIONAL STRUCTURE

### Section 1. Administrative Year.

The Association's Administrative Year shall begin when the incoming International Executive Board and officers begin their terms, and shall end when the next International Executive Board and officers begin their terms the subsequent year.

## Section 2. Organization.

The International Executive Board may establish organizational units, such as Regions, Chapters, affiliates, and sections that serve the interests of the Association.

## Section 3. Geographic Regions.

The Association shall be divided into geographic ~~Regions~~regions, as determined from time to time by the International Executive Board, to provide various governance, administrative, and support functions as determined by the International Executive Board. Region activities and functions shall comply with IABC bylaws, policies, procedures, and the IABC Code of Ethics for Professional Communicators.

### HYGIENE CHECK

Updated heading for consistency.

## Section 4. Chapters.

(a) Chapter Affiliation. Chapters are groups of members, meeting the requirements of and chartered by the International Executive Board, and are affiliated with IABC and bound by its bylaws, policies, procedures, 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. Chapters shall organize themselves to serve their members in an appropriate manner that does not contradict the bylaws, policies, procedures, or the IABC Code of Ethics for Professional Communicators.

(c) Chapter Status. Chapters must remain in good standing, as defined by IABC bylaws, policies, and procedures. The International Executive Board may, by a two-thirds vote, revoke a Chapter's charter, as ~~outlined-provided~~ in IABC policy outlining due process.

### HYGIENE CHECK

Updated wording to be consistent throughout the document.

## Section 5. New Chapters.

(a) Application for New Chapters. A group of Professional Members, meeting the requirements outlined in IABC's bylaws and policies, may apply to the International Executive Board for affiliation as an IABC Chapter.

(b) New Chapter Charter. The International Executive Board may, by a two-thirds vote, issue a charter for the Chapter.

## Section 6. Affiliate Organizations.

The International Executive Board may recognize as an Affiliate an organization of individuals whose interests, objectives, and activities are compatible with IABC.

## Section 7. Disciplinary Action.

Any Chapter, Region, or Affiliate Organization 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 [outlining due process](#).

### **HYGIENE CHECK**

Updated wording to be consistent throughout the document.

## ARTICLE 4 MEETINGS

### Section 1. Annual Meeting.

The Association shall conduct an Annual General Membership Meeting for election of International Executive Board directors and officers, and to conduct Association business.

(a) Chapter Delegates. Each Chapter shall select Delegates, as defined in Article 4, Section 4, Paragraph (b), preferably from among the Chapter leadership, but may be selected from Chapter membership as deemed qualified by the Chapter officers, to cast the Chapter's vote on IABC issues.

(b) Region delegates. Each Region shall select a Delegate, as defined in Article 4, Section 4, Paragraph (b), preferably from among the Region leadership, but may be selected from Region membership, to cast the Region's vote on IABC issues.

(c) Member at Large Delegates. Delegates shall be selected from each Region, as defined in Article 4, Section 4, Paragraph (b), to cast the Members at Large vote on IABC issues.

### Section 2. Special Meetings.

Special Meetings may be called by the International Executive Board or the Executive Committee, as defined in Article 9, at such times and locations as the International Executive Board Chair may prescribe. Special Meetings may be held at any location. Five percent or more of Professional Members, 25 percent of the Association's Delegates, or a majority of the Region Boards may call a Special Meeting by written request to the International Executive Board Secretary/Treasurer or IABC for submission to the International Executive Board Chair. The International Executive Board must hold the Special Meeting not less than 35, nor more than 60 days after receipt of the request.

### Section 3. Notice of Meetings.

(a) Written Notice. Chapter Presidents and Delegates, Region leaders and Delegates, and Member at Large Delegates shall be sent written notice 21 days in advance of the Annual General Membership Meeting and Special

Meetings. The notice shall include the time, location, and purpose of the meeting and, for the Annual General Membership Meeting, final audit report and a list of nominees for officer and International Executive Board positions. For Special Meetings, notice of the meeting must be given within 20 days after receipt of the request.

(b) Notice Delivery. Any notice shall be sufficiently given if delivered personally to the Chapter Presidents and Delegates, Region leaders and Delegates, and Member at Large Delegates; or if delivered to the last address of such person on record with IABC. Notice may be sent by mail or any means of electronic or any other form of transmitted or recorded communication, provided the President, Delegate, or Leader has consented to such method of notification.

#### Section 4. Voting.

(a) Eligibility. Those eligible to vote at the Annual General Membership Meeting or Special Meeting shall be members of the International Executive Board, Chapter Delegates, Region Delegates, and Member at Large Delegates.

(b) Allocation of Votes. Each International Executive Board member and Region Delegate shall have one vote. Each Chapter and Member at Large Delegate shall have one vote for every 10 Professional Members, or fraction thereof. The number of Professional Members shall be determined on the basis of the dues received at IABC at least 10 days in advance of the Annual General Membership Meeting or Special Meeting.

(c) Approval Measures. 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 International Executive Board directors and officers, Chapter Delegates and Region Delegates.

(d) Conducting Votes. Voting on all matters, including amendment of bylaws and the election of International Executive Board directors or officers, may be conducted by any means allowable by law, including mail, telephone call, telegram, cablegram, e-mail, or any other means of electronic or telecommunication 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 5. Quorum.

At the Annual General Membership Meeting or Special Meeting, a quorum shall consist of a majority of the total Professional Membership of IABC as represented by those receiving credentials as Delegates, and by those holding unrevoked proxies for absent Delegates.

## Section 6. Proxies.

(a) Voting. Chapter Delegates to the Annual General Membership Meeting or Special Meeting may assign their vote(s) by written proxy to another member of the same organizational unit, to the appropriate Region Delegate, or to any International Executive Board member as defined in Article 4, Section 6, Paragraphs (b) through (d). The voter, in all cases, must be a Professional Member of IABC.

(b) Executing a Proxy. Every proxy shall be executed in writing by the delegate otherwise entitled to vote. For all purposes under this Section 6, filing or actual delivery to the Secretary/Treasurer or IABC shall be accomplished by actual delivery by mail, other courier, or any means of electronic or any other form of transmitted or recorded communication, (1) to the Secretary/Treasurer or (2) to IABC (or to such other location as the International Executive Board may provide in the notice accompanying a proxy), in accordance with the provisions of this Section 6.

(c) Timing of Return. Every proxy form distributed by IABC 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/Treasurer or to IABC. No proxy may be counted or otherwise treated as valid unless it is actually delivered to the Secretary/Treasurer or to IABC not less than 10 days before the date of the meeting at which it is to be exercised.

(d) Proxy Revocation. Any proxy shall be revocable at will by the granter of the Proxy, 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 electronic or any other form of transmitted or recorded communication, to the Secretary/Treasurer or to IABC.

(e) Proxy Expiration. 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 11 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/Treasurer or to IABC.

### Section 7. Credentials.

The International Executive Board Chair shall appoint a Credentials Committee of five members, meeting the criteria specified in Article 10, Sections 1 and 6, at least 10 days prior to any Annual General Membership Meeting or Special Meeting. The Credentials Committee shall inspect the records for the purpose of determining the number of Professional Memberships, inspect the credentials of Delegates attending the meeting, inspect proxies, supervise the voting, and announce the results.

### Section 8. Cancellation or Postponement.

The International Executive Board may, by a two-thirds vote, cancel or postpone any Annual General Membership Meeting or Special Meeting, except those called by five percent or more of the Professional Members, 25 percent of the Association's Delegates, or a majority of the Region Delegates.

## ARTICLE 5 INTERNATIONAL EXECUTIVE BOARD

### Section 1. Authority and Responsibility.

(a) Scope of Authority. The International Executive Board shall have supervision, control, and direction of the affairs of the Association; determine its policies or changes therein within the limits of law, these bylaws, and the Articles of Incorporation; uphold the IABC Code of Ethics for Professional Communicators; actively pursue the Association's mission; and supervise disbursement of its funds. The International 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 Executive Committee, the Chair, the Executive Director, or to other committees or persons

(b) Special Assignments. The Chair may, at his or her discretion, assign special projects to directors as determined from time to time by the International Executive Board, and designate their duties and responsibilities. Directors managing special assignments shall, with the consent of the International Executive Board, 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 International Executive Board, as defined in Article 10, Section 6.

(c) Operational Responsibilities. International Executive Board officers and directors shall exercise the operational authorities and responsibilities as defined in Article 12, Section 4.

## Section 2. International Executive Board Composition.

The International Executive Board shall consist of the Chair, the Immediate Past Chair, the Vice Chair, the Secretary/Treasurer, the Immediate Past Chair of each Geographic Region as regional directors and nine-two elected directors at large., ~~one of whom shall be elected, as defined in Article 6, Section 2, to the office of Secretary/Treasurer.~~ The Executive Director shall be an ex-officio, nonvoting member of the International Executive Board.

### **STRONGER TOGETHER GOVERNANCE CHANGE**

These changes are based on the Taskforce's proposed organization model and integrates regions into IEB and IABC's governance.

## Section 3. Quorum.

(a) A quorum of the International Executive Board shall consist of a majority of the voting members. If a quorum is not present, the meeting may proceed and any action taken shall become valid if subsequently confirmed by unanimous approval in writing of the International Executive Board directors and officers.

(b) With permission of the International Executive Board Chair, International Executive Board directors may participate in any meeting of the International 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. International Executive Board Meetings.

(a) Meetings of the International Executive Board. The International Executive Board shall meet no less than three times during each Administrative Year at such time and at such place as the International Executive Board Chair may prescribe.

(b) Special Meetings of the International Executive Board. Special Meetings of the International Executive Board may be called by the International Executive Board Chair or at the request of two-thirds of the International Executive Board directors and officers.

(c) Notice of International Executive Board Meetings. Notice of International Executive Board meetings shall be given to International Executive Board directors and officers, not less than 30 days before the meeting is held. Notice of special meetings shall be given to International Executive Board directors and officers not less than 72 hours before the meeting is held.

Notice may be sent by mail or any means of electronic or any other form of transmitted or recorded communication, provided the member has consented to such method of notification

(d) Delegated Authority. No alternate member or director may be designated to vote or debate on behalf of, or otherwise take the place of, a director absent from any meeting of the International Executive Board.

(e) Proxy. No director who is unable to attend a meeting of the International Executive Board may grant a proxy to another member of the International Executive Board or to any other member.

### Section 5. Closed Session.

(a) Vote to Close Session. The International Executive Board may at its discretion, and when required by law, IABC 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 International 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, or these bylaws to be present at the meeting; and those invited by the International Executive Board Chair or with the consent of the International Executive Board.

### Section 6. Compensation.

No member of the International Executive Board shall receive any compensation for their services as an International Executive Board member.

## ARTICLE 6 INTERNATIONAL EXECUTIVE BOARD OFFICERS

### Section 1. Officer Qualifications.

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

### Section 2. Officer Nominations.

The current Vice Chair automatically succeeds to Chair. The Nominating Committee, as described in Article 8, shall nominate candidates for the offices of Vice Chair and Secretary/Treasurer. Nominees may be drawn from

submissions by any source, including self nomination. Nominees for Secretary/Treasurer must be members of the International Executive Board or ~~candidates for director of the Finance Committee~~.

**HYGIENE CHECK**

Updates language based on Article 6, Section 3 about Secretary/Treasurer eligibility.

**Section 3. Officers' Term of Office.**

The Chair shall serve a single one-year term, or until a successor is duly elected and qualified. The Vice Chair shall serve a single, one-year term with automatic succession to Chair. The Secretary/Treasurer shall serve at least one year on the Finance Committee before taking office and will serve a ~~one~~two-year term. ~~They may be elected for a second consecutive term.~~

**STRONGER TOGETHER GOVERNANCE CHANGE**

These changes are based on the Taskforce's proposed organization model and updates Secretary/Treasurer office term from 1 year to 2 years.

**Section 4. Officers.**

The officers of the Association shall be a Chair, Vice Chair, Past Chair, and Secretary/Treasurer. These officers shall perform the duties necessary to the office or as prescribed by the International Executive Board, these bylaws, IABC policy, and the parliamentary authority adopted by IABC.

(a) Chair. The Chair shall be the chief elected officer of the Association; exercise general supervision over executive affairs of the Association; preside at all Annual and Special Meetings of the Association; preside at all International Executive Board and Executive Committee meetings; appoint and serve as an ex-officio member of all Association committees; appoint all committee chairs, except as otherwise provided by these bylaws; and represent or appoint a representative of the Association at meetings of other organizations and at public affairs.

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

**STRONGER TOGETHER GOVERNANCE CHANGE**

These changes are based on the Taskforce's proposed organization model and sunset of Council of Regions.

(c) Past Chair. The Past Chair shall have duties assigned by the Chair and by these bylaws; chair the Nominating Committee; lead identification and nomination of candidates for the International Executive Board and Foundation Board; provide strategic council to the Chair and other International Executive Board directors; help identify members to participate on International-level committees and work groups; and serve on the Executive Committee.

(d) Secretary/Treasurer. The Secretary/Treasurer shall have duties assigned by the Chair and by these bylaws; serve as chief financial officer for the

Association; chair the Finance Committee; oversee the preparation of an annual budget and dues recommendations for the Association; review full and interim financial reports as directed by the International Executive Board; sign all certified copies of acts of the Association; and serve on the Executive Committee.

### Section 5. Officer Election.

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

### Section 6. Officer Vacancies or Removal.

(a) Officer Vacancies. Vacancies in any elective office shall be filled for the balance of the term by the International Executive Board at any meeting, in accordance with provisions in IABC policy.

(b) Officer Removal. The International Executive Board, at its discretion and following IABC policy, may, by two-thirds vote, remove any officer from office.

## ARTICLE 7 INTERNATIONAL EXECUTIVE BOARD DIRECTORS

### Section 1. Directors At Large Qualifications.

~~Professional Members in good standing shall be eligible for nomination for and election to International Executive Board as directors at large, providing they meet bylaw requirements. Any Professional Member may be nominated for director. However, only Professional Members in good standing shall be eligible for election as directors, providing they meet bylaw requirements.~~

### Section 2. Directors At Large Nominations.

The Nominating Committee, as described in Article 8, shall nominate International Executive Board directors at large candidates.

### Section 3. Directors At Large Election.

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

#### **STRONGER TOGETHER GOVERNANCE CHANGE**

*Section 1 through 4*

These changes are based on the Taskforce's proposed organization model; covers nomination and election of Directors at Large to the IEB. Updated terminology only.

#### Section 4. Directors' At Large Term of Office.

Elected directors at large serve a three-year staggered term or until a successor is duly elected and qualified, with three-two directors elected each year. A director may be elected for a second consecutive term.

#### Section 5. Regional Appointments

(a) Qualification. Professional Members in good standing shall be eligible for nomination for and election to their Region Board as Vice Chair, providing they meet bylaw requirements.

(b) Nomination. The Nominating Committee, as described in Article 8, shall nominate Regional Board Vice Chairs.

(c) Appointment. The Immediate Past Chair of each Geographic Region shall be eligible for appointment to the International Executive Board as a regional director during their regional board term, providing they meet bylaw requirements.

(d) Term of Office. The regional directors shall serve a single one-year term on the International Executive Board, or until a successor is duly elected and qualified by their Geographic Region Board.

#### **STRONGER TOGETHER GOVERNANCE CHANGE**

*Section 5: (a) through (d)*

These changes are based on the Taskforce's proposed organization model and integrates regions into IEB and IABC's governance

Nomination of Region Vice Chairs will use IEB nomination process because these candidates are future IEB directors.

Covers appointment of Region Past Chairs as IEB directors.

#### Section 56. Director Resignation, Removal and Vacancies.

(a) Director Resignation. Any Director may resign at any time by giving written notice to the International Executive Board and such resignation shall result in the resignation from all other Boards and Committees on which the Director may serve.

(b) Director Removal. The International Executive Board, at its discretion and following the IABC policy, may, by two-thirds vote, remove any Director. Such removal shall result in the Director being removed from all other Boards and Committees on which the Director may serve.

(c) Director Vacancies. Vacancies in any directorship shall be filled for the balance of the term by the International Executive Board at any meeting, in accordance with provisions in IABC policy.”

### ARTICLE 8 ~~INTERNATIONAL EXECUTIVE BOARD~~ NOMINATIONS

(a) Nominating Committee Composition. The International Executive Board Chair shall appoint a Nominating Committee, consisting of the immediately Past Executive Board Chair, who chairs the committee; the International

#### **HYGIENE CHECK**

Updated title to reflect section content.

Executive Board Vice Chair; one International Executive Board director at large appointed by the International Executive Board Chair as specified in IABC policy; and one ~~member-current or acting Regional Board Chair~~ from each Region, ~~selected under procedures established by each Region as defined in Article 4, Section 1, Paragraph (b).~~

(b) Ex-officio, Nonvoting Committee Members. The IABC Executive Director and the International Executive Board Chair, shall be ex-officio, nonvoting members of the Nominating Committee.

~~(c) Region Delegates. Region delegates to the Nominating Committee shall be selected primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic, and cultural diversity.~~

~~(d)~~ Nominee Screening. The Nominating Committee shall screen nominees under guidelines adopted by the International Executive Board, primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic, and cultural diversity; and shall present its slate to the International Executive Board for approval.

(e) Proxy. Shall a Nominating Committee delegate be unable to serve; the Region may appoint an acting officer of the regional board or a past regional chair as a proxy.

(f) Delegate Notification. Notification of the approved slate shall be delivered to all Chapter Presidents; Region, Chapter, and Member at Large Delegates, along with notice of the Annual General Membership Meeting, as described in Article 4, Section 3, at least 21 days before the Annual Meeting.

## ARTICLE 9 EXECUTIVE COMMITTEE

### Section 1. Authority and Responsibility.

(a) Scope of Authority. The Executive Committee may act on behalf of the International Executive Board between International Executive Board meetings on all matters, pursuant to delegation of authority to such committee by the International Executive Board. Actions of the Executive Committee shall be reported to the International Executive Board by mail or any means of electronic or any other form of transmitted or recorded communication, provided the member has consented to such method of notification; or at the next International Executive Board meeting.

(b) Attendance and Voting. Neither alternate members nor voting by proxy are permitted.

### STRONGER TOGETHER GOVERNANCE CHANGE

These changes are based on the Taskforce's proposed organization model and aligns with changes related to IEB nomination process in Article 7, Section 5; follows current practice regarding Region Chair participation.

### HYGIENE CHECK

Removes redundant language.

## Section 2. Composition and Selection.

The Executive Committee shall consist of the officers and one International Executive Board director at large who also serves as Chair of the Audit & Risk Committee. The Chair of the International Executive 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 Association may require or at the request of a majority of the Executive Committee.

# ARTICLE 10 COMMITTEES

## Section 1. Selection Criteria.

Committee, work group, and task force members, however designated, shall be selected primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic, and cultural diversity. Except as otherwise provided by these bylaws, the International Executive Board Chair shall appoint chairpersons of all committees, work groups, and task forces, however designated.

## Section 2. Finance Committee.

(a) Appointment and Composition. A Finance Committee shall be appointed by the International Executive Board Chair. The Secretary/Treasurer, as chief financial officer, shall chair the Committee; other members may include the International Executive Board Chair at ~~his or her~~their discretion, ~~and shall include~~ the International Executive Board Vice Chair, and current regional Treasurers/Finance Directors, a director selected by the International Executive Board Chair, a director elected by the non-officer directors, and other members at the Chair's discretion.

(b) Duties. 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 International Executive Board; to annually review IABC's policy on reserves; and to recommend reserve amounts for the Operating Reserve Fund and Special Project Fund. 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 International Executive Board, and shall report as defined in IABC policy.

## ~~Section 3. Investment Committee.~~

### **STRONGER TOGETHER GOVERNANCE CHANGE**

These changes are based on the Taskforce's proposed organization model and integrates regions into international Finance Committee, IABC's finances and international budget.



~~(a) Appointment and Composition. An Investment Committee shall be appointed by the International Executive Board Chair. An IABC member who is not a member of the International Executive Board shall chair the Committee; other members may include the International Executive Board Chair at his or her discretion, and shall include the International Executive Board Vice Chair, the Secretary/Treasurer, and other members at the International Executive Board Chair's discretion.~~

**HYGIENE CHECK**

Investment Committee was sunset in 2020-2021.

~~(b) Duties. It shall be the duty of the Investment Committee to recommend a financial advisor for Association funds, for approval by the International Executive Board; work with said financial advisor to develop and recommend investment options for approval of the International Executive Board; recommend investment policy; supervise investment of IABC funds, up to limits established by the International Executive 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 International Executive Board; and report to the International Executive Board as defined in IABC policy.~~

**Section 43. Audit and Risk Committee.**

(a) Appointment and Composition. An Audit & Risk Committee of five members shall be appointed by the Executive Board Chair. The Committee shall consist of the committee chair who serves as the director at large on the Executive Committee and does not serve on the Finance Committee, two to three IABC members who are not members of the Executive Board, who are not employed by IABC or the association management company associated with IABC, and who do not sit on the Finance Committee; and one Executive Board director who is not an officer of the Association and is not a member of the Finance Committee. Committee members who no longer meet these requirements must resign from the Committee. Committee members shall serve one-year terms and may be reappointed for a second consecutive term.

(b) Duties. A private session will be held annually between the Audit and Risk Committee and auditors, in the absence of Association staff. It shall be the duty of the Audit and Risk Committee to oversee and approve an audit of the books and finances of the Association at the close of the fiscal year and to report to the International Executive Board, ~~and at the Annual Meeting, as defined in IABC policy.~~

**HYGIENE CHECK**

Redundant. Covered in Article 11, Section 6.

**Section 54. Ethics Committee.**

(a) Appointment and Composition. An Ethics Committee of at least three accredited (ABC) or Certified (SCMP/CMP) members shall be appointed by the International Executive Board Chair.

(b) Duties. It shall be the duty of the Ethics Committee to support and adjudicate the IABC Code of Ethics for Professional Communicators and the IABC Code of Conduct; recommend membership sanctions to the International Executive Board in accordance with IABC policy; and report to the International Executive Board as defined in IABC policy.

## Section 65. Other Standing Committees, Special Committees, and Task Forces.

The International Executive Board Chair shall appoint such other 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 International Executive Board may delegate to any such committee any of the powers of the International Executive Board, subject to any rules and procedures imposed from time to time by the International Executive Board. Members shall serve at the pleasure of the International Executive Board, without remuneration. All such committees, subcommittees, task forces, work groups, or advisory bodies, however designated, shall be accountable to the International Executive Board as defined in IABC policy.

## ARTICLE 11 FINANCE

### Section 1. Authority.

The International Executive Board shall have supervision, control, and direction of the receipts, expenditures, and assets of IABC.

### Section 2. Fiscal year.

The fiscal year of the Association shall be adopted by the International Executive Board.

### Section 3. Budget.

In advance of each fiscal year, the International Executive Board shall adopt an operating budget covering all activities of the Association.

### Section 4. Operating Reserve Fund.

The International Executive Board shall develop policies and shall retain or develop financial reserves it deems adequate to provide reasonable financial stability of the Association and continuity of IABC operations, including security for staff members, continuation of member services, and capital and facilities improvements. The amount of the Operating Reserve Fund shall be reviewed annually by the Finance Committee and ratified by the International Executive Board.

## Section 5. Special Project Fund.

The International Executive Board shall develop policies and shall retain or develop financial reserves it deems adequate to fund long-range purposes such as product development and business growth. The amount of the Special Project Fund shall be reviewed annually by the Finance Committee and ratified by the International Executive Board.

## Section 6. Audit.

The accounts of the Association shall be audited not less than annually by a Certified Public Accountant, approved by the International Executive Board, who shall provide a report to the Audit and Risk Committee, the International Executive Board and the membership. The audit report shall be approved by a simple majority vote ~~at the Annual Meeting of those eligible to vote of the International Executive Board.~~

## ~~Section 7. Borrowing Power.~~

~~Subject to any limits in law or the Articles of Incorporation, the International Executive Board may from time to time on behalf of the Association, without authorization of the members, borrow money upon the credit of the Association.~~

### HYGIENE CHECK

Region delegates serving on IEB will get to review and approve the audit report.

Aligned with Pennsylvania State Law.

### HYGIENE CHECK

Redundant. Belongs in IABC Policy as an operational procedure. Not a governance matter for the bylaws.

# ARTICLE 12 OPERATIONS

## Section 1. Executive Director and Staff.

(a) Appointment. The International Executive Board shall employ an Executive Director, where conditions of employment shall be specified by the International Executive Board. A candidate for the position must be confirmed by an affirmative vote of two-thirds of the International Executive Board; the Executive Director may be terminated by a two-thirds vote.

(b) Authority and responsibility. The Executive Director shall be the chief executive of the Association and shall provide operations and staff support for the Association; perform duties as directed and as necessary to carry on the work of the Association; and be responsible for any management functions designated by, and within guidelines established by, the International Executive Board, under general supervision of the Chair. The Executive Director is an ex-officio member of the International Executive Board and all IABC committees.

(c) Duties of the Staff. The Executive Director shall define duties of staff, supervise their performance, establish their roles, and, with the permission of the Chair or the International Executive Board, may delegate management responsibilities.

## Section 2. Parliamentary Authority.

Association 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 3. Policies

(a) Code of Conduct. The Association and its members and employees shall abide by the IABC Code of Ethics for Professional Communicators and the bylaws and policies of IABC. In addition, the 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 Association and its members and employees, and may contain procedures necessary or desirable for the proper running and carrying out of the objectives of the Association.

(b) Rules, Regulations, and Policies. The International Executive Board may establish rules, regulations, and policies, and shall maintain a policy manual related to governance, management, operation, and administrative procedures of, and provision of services and conferring of honors by, the Association. These rules, regulations, and policies shall in no instance contravene or be inconsistent with law, these bylaws, or the Articles of Incorporation.

## Section 4. Duties of Officers, Directors, and Others.

Every director and officer of IABC, in exercising the powers and discharging the duties of a director or officer, shall act honestly and in good faith in the best interests of the Association, 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 Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association; or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association 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 Association 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 Association shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Association's request as director or officer of a body corporate of which the Association 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 Association or such body corporate; provided that such person (1) acted honestly and in good faith with a view to the best interests of the Association, 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 Association 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 5. Nondiscrimination.**

IABC 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 13 AMENDMENT OF BYLAWS**

These bylaws may be amended only at an Annual General Membership Meeting or Special Meeting of IABC by a two-thirds vote of the Delegates, provided that copies of proposed changes have been delivered in writing to the Chapter Presidents, Delegates, and Alternates in the manner specified by Article 4, Section 3, no later than 21 days prior to the voting date. Amendments must receive approval of either the International Executive Board or a majority of the Region Boards prior to submission for Delegate vote.

### **ARTICLE 14 DISSOLUTION OF THE ASSOCIATION**

(a) Motion to Dissolve. The Association can only be dissolved at an Annual Meeting of the Association by a two-thirds vote of Delegates, and only if a quorum is present or voting by proxy. A proposal to dissolve the Association must be submitted in writing at least 60 days before the Annual General

Meeting to the Secretary/Treasurer. Any such proposal petitioned by at least 25 percent of the Chapters of the Association or by a majority of the Region Boards, or approved by a majority of the International Executive Board, shall be delivered in writing to the Chapter Presidents and Region Delegates, along with written notice of the meeting, in the manner specified by Article 4, Section 3, no later than 15 days prior to the meeting at which said proposal is to be considered.

(b) Dispersal of Funds. The Association 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. On dissolution of the Association, 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 (or corresponding provisions of any subsequent United States tax law), as the International Executive Board shall select.