



International Association
of Business Communicators

IABC Annual General Meeting & Delegate Voting: A Primer

May 5, 2023

This is a concise overview of relevant sections related to voting procedures. The full bylaws (last amended on June 26, 2022) are [available online](#).

Organizational Governance

Scope of Authority. The International Executive Board shall have supervision, control, and direction of the affairs of the Association.

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

Annual General Meeting

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

Notice of Meeting. Chapter Presidents and Delegates, Region leaders and Delegates, and Member at Large Delegates shall be sent written notice 21 days in advance of the AGM.

Note: In 2023, the written notice and materials will be sent **45 days in advance** of the AGM

Voting Procedures

Eligibility. Those eligible to vote at the AGM shall be members of the International Executive Board, Chapter Delegates, Region Delegates, and Member-at-Large Delegates.

Chapter Delegates. Each Chapter shall select Delegates, 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.

Region Delegates. Each Region shall select a Delegate, preferably from among the Region leadership, but may be selected from Region membership, to cast a vote on IABC issues.

Member at Large Delegates. Delegates shall be selected from each Region to cast the Members at Large vote on IABC issues.

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 a 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 AGM.

Approval Measures.

- Changes to the Articles of Incorporation or bylaws require a measure to be approved by a two-thirds majority of those voting.
- All other measures presented may be approved by a simple majority of those voting.

How Voting Happens

- Chapter Delegates to the Annual General Membership 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. The voter must be a Professional Member of IABC.
- Every proxy shall be executed **in writing** by the delegate otherwise entitled to vote, with filing or actual delivery to the Secretary/Treasurer or IABC by mail, courier, electronic means or any other form of transmitted or recorded communication.
- Every proxy form distributed may be counted or otherwise treated as valid if it is returned at least 10 days before the date of the meeting. Similar to previous years, proxy forms are submitted through an online system.

Vote Oversight

- A 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.

Taskforce Recommendations: Voting at the 2023 AGM

The Stronger Together Organizational Design Taskforce has proposed a series of recommendations to help IABC become more agile as an organization and create alignment between international regions and chapters so we can **co-create** our future. The Taskforce presented a proposed organization model and three categories of recommendations:

1. Governance and structure (the focus of 2022 – 2024 board years)
2. Financial operating model (the focus of 2023 – 2024 board year)
3. Programming optimization (the focus of 2024 – 2025 board years)

Measures for voting at the 2023 AGM

Vote 1:

The measure includes minor revisions to the existing bylaws, such as adding and/or tweaking the language of certain clauses; it will require a two-thirds majority for the motion to pass. These changes are required to be in compliance with Pennsylvania state law for non-profits incorporated in that state.

Vote 2:

Association business: election of IEB slate of officers and directors and approval of audit report; it will require a simple majority for the motion to pass.

Vote 3:

The measure includes a specific set of **major governance-related** changes to IABC's bylaws based on the Organizational Design Taskforce's recommendations; it will require a two-thirds majority for the motion to pass.

Outline of Bylaw changes proposed for voting

The complete set of proposed bylaw amendments are included in the AGM materials. The document includes tracked/redlined changes of each bylaw revision and the explanation for the change for easy reference. Below is a summary of the proposed governance changes.

Changes to the **International Executive Board**, effective from the 2024 – 2025 board year onward:

Nominations

- IEB officers and directors-at-large selected through an open call process by the International Nominating Committee.

Composition

- Four IEB officers serve their respective terms
 - Chair: 1-year term (automatic succession to Past Chair)
 - Past Chair: 1-year term
 - Vice Chair: 1-year term (automatic succession to Chair)
 - Secretary/Treasurer: 2-year term
- Seven region Past Chairs serve a one-year term
- Two directors-at-large serve three-year staggered terms

Changes to the Region Board, effective from the 2024 – 2025 board year onward:

Nominations

- Region Vice Chairs selected through an open call process by the International Nominating Committee.

Changes to the international **Finance Committee** composition, effective from the 2024 – 2025 board year onward:

- IEB Treasurer serves a two-year term and chairs the committee
- IABC Chair and Vice Chair serve one-year terms
- Seven region Treasurers/Directors of Finance serve a one-year term

These changes are foundational to begin the next phase of the consultation process with regions and chapters, and implementation of a revised organization model based on feedback from the listening sessions.

What does a 'Yes' vote mean?

A 'Yes' vote means you agree with the following:

- The reorganization and flattening of IABC's structure (proposed Organization Model) is critical to becoming more agile, creating alignment between international, regions and chapters, and delivering consistent member value to grow and retain membership.
- The appointment of Region Past Chairs to the International Executive Board and of Region Treasurers/Finance Directors to the international Finance Committee will lead to better integration, shared accountability and greater transparency.
- The adoption of holocracy principles for governing, defined as a flat governance and management structure characterized by a distribution of power among self-organizing groups rather than the top-down authority.

What happens next:

- The establishment of a second taskforce (Taskforce 2.0) that will be responsible for:
 - Fine-tuning the operational details governance and structure further based on feedback from regions and chapters and presenting any bylaw changes for approval at the 2024 AGM.
 - Exploring different types of financial operating models and collaborating with regions and chapters to develop appropriate approaches to address legal, regulatory and fiscal obligations for each jurisdiction where IABC operates.
 - Creating an implementation and change plan for the organization redesign based on the approved model and leading change communications.

If the motion for doesn't pass, it will mean the following:

- The IEB composition and nomination process will remain status quo, i.e., no regional past chairs automatically serving as directors of the international board.
- The international Finance Committee composition and appointment process will remain status quo, i.e., no regional treasurers automatically serving as committee members.
- If nothing changes, IABC's ability to grow at the international, regional and local levels will continue to face challenges. With declining membership, IABC might lose its relevance as a credible and authoritative voice for business communicators.

What's the benefit to volunteers and members?

Studies show that volunteers spend between 50 to 100 hours on volunteering activities annually. Based on what we've heard, we can assume that 30% of that time is taken up by administrative tasks rather than on the core reasons for volunteering: gaining leadership experience, enhancing skillsets and advancing the mission of an organization.

The proposed organizational model flattens the organization and reduces the administrative and financial burden on our volunteers. This will free up volunteers' time so they can focus on creating relevant local programming that delivers member value and contributes to a positive member experience worldwide.

Another direct benefit to members is the availability of local networks and communities of practices that create meaningful opportunities for professional development, leadership

development and volunteering. The third benefit is access to a global network of professionals and the ability to tap into strategic volunteer roles either on the region board or the IEB.

Why are we making these specific changes?

While a new strategic plan was introduced, IABC's structure has not fundamentally changed since the 1970s. This has negatively impacted our ability to be agile and respond to an ever evolving business environment.

IABC's reorganization is not a cost-savings measure. The Taskforce's purpose was to lead a review and redesign of IABC's organization structure and governance model to secure our future.

Each entity of the association — international, region, chapter— generates revenue and delivers programs. However, the overall delivery can be fragmented and the quality inconsistent due to the lack of resources to support programs. There is clearly an opportunity to align each entity and create a more coordinated and consistent member experience. More alignment will have the effect of creating more revenue opportunities through consistent and new programming.

The goal of integrating regions into IABC's main governance body – International Executive Board – is to streamline operations through flattening, create more opportunities without administrative hurdles and ensure more frequent and closer collaboration between all entities.

What changes are you making to the financial model?

We are not changing IABC's financial model at this time.

The Organization Taskforce has made recommendations to streamline financial operations through efficiencies and proposed some form of centralization for transparency into financial management, monitoring and reporting.

The guiding principle behind creating a new financial operating model is to have transparency into the financial health of the association across all levels and present a collective financial picture to members. This will allow IEB, as the governing body, to exercise its fiduciary duty as financial stewards of the association.

The mechanics (what and how) of IABC's new financial model is going to be a priority for the Task force 2.0. The process will involve consulting with the region and chapter treasurers and exploring various models used globally and by other associations.

The new financial model will **not be created by International** and rolled out to regions and chapters. It will be co-created by International, regions and chapters together to ensure agreement and alignment prior to implementation.

It's not about taking someone's money or reserves and placing those funds in HQ's account. In the end, funds should be used by regions and chapters to invest in programming that creates member value at the local level.

We recognize that there will not be a one-size-fits-all approach across the world. The solutions proposed will have to be appropriate and relevant for each jurisdiction in which IABC operates and in compliance with local laws and banking regulations.