

BYLAWS
Barbados Chapter
International Association of Business Communicators
DRAFT July 2012

ARTICLE 1
NAME AND LOCATION

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

Section 2. Affiliation. IABC Barbados is an affiliate of the Southern Region of the International Association of Business Communicators (IABC), with headquarters in San Francisco, California, USA.

Section 3. Geographic Area. The geographic area served by IABC Barbados includes members in the following parishes, as may be defined from time to time by the IABC Barbados Executive Board: Christ Church, St. Andrew, St. George, St. James, St. John, St. Joseph, St. Lucy, St. Michael, St. Peter, St. Philip and St. Thomas. IABC-Barbados may also serve members-at-large in the Caribbean who are without a home chapter.

ARTICLE 2
PURPOSE

Section 1. Mission. IABC Barbados is dedicated to improving the effectiveness of internal and external communication of businesses, organizations, and institutions. The organization's mission is to:

- (a) Provide lifelong learning opportunities that give IABC members the tools and information they need to be the best in their chosen disciplines.
- (b) Share among our membership best global communication practices, ideas, and experiences that will enable the development of highly ethical and effective performance standards for our profession.
- (c) Shape the future of the profession through groundbreaking research.
- (d) Champion the communication profession to business leaders.
- (e) Unite the communication profession worldwide in one diverse, multifaceted organization under the banner of the International Association of Business Communicators.

ARTICLE 3 MEMBERSHIP

Section 1 - Regular Meetings

Regular meetings of IABC Barbados shall be held quarterly at such times and locations within the area served by the Chapter as the Executive Board shall determine.

Section 2 - Notice of Meetings

(a) 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.

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

Section 3 - Special Meetings

(a) The Executive Board may call special meetings of the membership at any time by sending written notice as specified in Section 2.

(b) A special meeting of the membership shall be held no less than 30 days after presentation of a request for such a meeting, delivered to the Secretary and signed by at least 40 percent of the total voting membership.

Section 4 - Voting

Voting rights are reserved for Regular Members of the Association; Student and Honorary members 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 40 percent of the total voting membership. Voting by proxy is not allowed for Chapter proceedings.

Section 6 - Cancellation

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

ARTICLE 4

OFFICERS

Section 1 - Officers

(a) The officers of IABC Barbados shall be a President, President-Elect, Past President, Vice President Administration, Vice President of Finance, Vice President of Membership, Vice President of Professional Development, Vice President of Communication and Vice President of Marketing.

(b) 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. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Executive Board or the President otherwise directs.

(c) 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.

Section 2 - Qualifications for Office

Any Regular Member with a minimum of one year's active service in IABC may be nominated for any Chapter office. However, only Regular Members in good standing shall be eligible for election to office, providing they meet Bylaws requirements.

Section 3 - Nomination of Officers

(a) 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 three members appointed by the President. Nominees will be drawn from submission by members of IABC Barbados 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 Executive 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 Executive Board for approval, and copies of the slate shall be sent in writing to all voting members at least 30 days in advance of the final meeting of the calendar year.

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 Vice President Administration or as otherwise directed no later than seven days prior to the final meeting of the calendar year. The Nominating Committee shall be responsible for tabulating all official ballots and announcing the elected officers at the final meeting of the calendar year.

(b) Officers shall take office at the close of the meeting at which their election is announced, and shall hold office until replaced by their duly elected and qualified successors.

Section 5 - Vacancies or Removal

(a) Vacancies in any office on the Executive Board shall be filled for the balance of the term by the Executive Board at any regular or special meeting in accordance with these Bylaws. Successors must be named within 30 days of the vacancy. If the Past President is unable to serve, the Executive Board shall appoint a Past President from among former Presidents of the Chapter.

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

ARTICLE 5

DUTIES OF OFFICERS

Section 1 - President

The President shall serve as the chief executive officer of IABC Barbados; exercise general supervision over executive affairs of IABC Barbados; preside at all regular and special meetings of the Chapter and of the Executive Board; appoint and serve, *ex officio*, as a voting member of all committees (except the nominating committee;) represent or appoint a representative of IABC Barbados 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 Executive Board and these Bylaws. The President shall be elected for a one-year term, and may serve for two consecutive terms.

Section 2 - President-Elect

The President-Elect shall serve as Executive Vice President of IABC Barbados; act in the absence of the President; and perform other duties necessary to the office or as prescribed by the President, the 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 – Vice President Administration

The Vice President 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 Executive Board, and these Bylaws. The Vice President Administration 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 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 focus on the growth and maintenance of the Chapter's membership. This will include the planning of incentive programmes which create value for members and prospective members; serve as an advocate to other Board members for the delivery of member benefits and value for money; act as a liaison between members and headquarters on membership matters; prepare full and interim membership reports as directed by the 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 Membership shall serve a one-year term and may be elected for a second consecutive term.

Section 6 - Vice President of Professional Development

The Vice President of Professional Development shall focus on the preparation of programmes and activities which promote the outreach and educational objectives of the Chapter; prepare full and interim professional development reports as directed by the 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 Professional Development shall serve a one-year term and may be elected for a second consecutive term.

Section 7 - Vice President of Communication

The Vice President of Communication shall conceptualize communications plans and activities which promote the objectives of the Chapter; issue news releases

on Chapter activities; coordinate the writing of articles and features which promote the Chapter and the profession; have responsibility for the maintenance of the Chapter website and other communication vehicles; prepare full and interim communications reports as directed by the Executive Board; perform other duties necessary to the office or as prescribed by the President, the Executive Board, and these Bylaws. The Vice President of Communication shall serve a one-year term and may be elected for a second consecutive term.

Section 8 – Vice President of Marketing

The Vice President of Marketing shall conceptualize marketing plans which raise brand awareness of IABC and create value for members and prospective members; build strong customer relationship programmes which promote the objectives of the Chapter; prepare full and interim marketing reports as directed by the 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 Marketing shall serve a one-year term and may be elected for a second consecutive term.

Section 9 - Past President

The Past President shall chair the Nominating Committee; provide strategic council to the President and other 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 Executive Board, and these Bylaws.

ARTICLE 6

EXECUTIVE BOARD

Section 1. Authority and Responsibility

(a) The Executive Board shall have supervision, control, and direction of the affairs of IABC Barbados; 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 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 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 - Composition

The Executive Board of IABC Barbados shall consist of the officers of IABC Barbados, as defined in Article 4, Section 1, Paragraph (a). Chapter committee chairpersons, and any members of the IABC Executive Board or the IABC Region Board who are members of IABC Barbados, shall be *ex officio*, non-voting members of the Chapter's Executive Board.

Section 3 - Quorum

(a) A quorum of the Executive Board shall consist of a majority of the voting members.

(b) If a quorum cannot be mustered, 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 Executive Board.

(c) With permission of the President, members may participate in any meeting of the Executive Board or any committee of the 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 - Meetings

The Executive Board shall meet monthly 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 Executive Board members in the manner specified in Article 6, Section 2, Paragraph (b), not less than two weeks before the meeting is held. Special meetings of the 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) The 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 Executive Board member to hold the closed session are recorded in the minutes of the open session.

(b) The only persons entitled to be present during, or review the records of, a closed session are those entitled to vote thereat; others who, although not entitled to vote, are entitled or required under provision of law, 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 Executive Board.

Section 6 - Compensation

No member of the Executive Board shall receive any compensation for services as an officer or Executive Board member.

ARTICLE 7

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 the Executive Board, with consideration for geographic, demographic, and cultural diversity. Except as otherwise provided by these Bylaws, the President shall appoint chairpersons of all committees, work groups, and task forces, however designated.

Section 2 - Finance Committee

A Finance Committee shall be appointed by the President. The Vice President of Finance, as Treasurer and chief financial officer, shall chair the Committee; other members may include the President at his or her discretion, and shall include the President-Elect and three other members, at least one of whom may be a public accountant or professional financial advisor. 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 Executive Board; to annually review the Chapter's policy on reserves; and to recommend reserve amounts for the Chapter to maintain. 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 Executive Board, and shall report as defined in Chapter policy.

Section 3 – Membership Committee

A Membership committee shall be appointed by the President. The Vice President of Membership shall chair the Committee. The Committee shall devise plans to grow and maintain the Chapter's membership. This will include the creation of incentive programmes that create value for members and prospective members.

Section 4 – Professional Development Committee

A Professional Development Committee shall be appointed by the President. The Vice President of Professional Development shall chair the Committee. The Professional Development Committee shall focus on the preparation of programmes and activities which promote the outreach and educational

objectives of the Chapter; co-ordinate the execution of such events geared toward the professional development of members; and prepare full and interim professional development reports as directed by the Executive Board and perform other duties necessary to the office or as prescribed by the President, the Executive Board, and these Bylaws.

Section 5 – Communications Committee

The Communications Committee shall be appointed by the President. The Vice President of Communications shall chair the Committee. The Communications Committee shall further position the IABC as a recognisable and credible professional body among local stakeholders via the application of effective communication strategies and mediums. The Committee shall also assist the Marketing arm of the IABC to create awareness of activities among members, the media and the general public, become familiar with the IABC's resources, articulate the IABC's key messages and support the recruitment efforts. The Committee shall specifically seek to build a positive public image for the Chapter to motivate current members to be active and encourage prospective members to join.

Section 4 - Other Standing Committees, Special Committees, and Task Forces

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

ARTICLE 8

FINANCE

Section 1 - Authority

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

Section 2 - Fiscal Year

The fiscal year of IABC Barbados shall be the same as that of the International Association of Business Communicators.

Section 3 - Budget

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

Section 4 - Reserves

The Executive Board shall develop policies 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 by the Finance Committee and ratified by the Executive Board.

Section 5 - Audits

The accounts of IABC Barbados shall be audited not less than annually by an independent Certified Public Accountant, approved by the Executive Board, if the Chapter's cash assets exceed the threshold of BDS \$50,000. The Accountant shall provide a report to the Executive Board and the membership.

ARTICLE 9

OPERATIONS

Section 1 - Rules of Order

Meetings and procedures of IABC Barbados shall be regulated and controlled according to the current edition of *Robert's 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 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 Executive Board may establish rules, regulations, and policies, and shall maintain a Policy Manual relating to governance, management, operation, and administrative procedures of, and provision of services and conferring of honors by, the 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 Barbados, 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.

ARTICLE 10

NONDISCRIMINATION

Section 1

IABC Barbados 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 11

DISSOLUTION

Section 1

IABC Barbados 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 Barbados. On dissolution of IABC Barbados, any funds remaining shall be distributed to the International Association of Business Communicators.

ARTICLE 12

AMENDMENTS

Section 1 - Procedure

These Bylaws may be amended at any regular or special meeting of IABC Barbados at which a quorum is present, by a two-thirds vote of the voting members present, 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. Written notice of the meeting must accompany the proposed amendments.

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.

President

dated this ____ day of _____

VP Administration