

IABC Dallas Bylaws, June 2017

Article 1. Name and Affiliation

Section 1. Name

The name of this organization shall be International Association of Business Communicators Dallas, hereinafter referred to as IABC Dallas.

Section 2. Affiliation

IABC Dallas shall be affiliated with the International Association of Business Communicators and its Southern Region.

Section 3. Governance

In any instance where the bylaws and/or operating and procedures manual of IABC Dallas conflict with those of the International Association of Business Communicators, the bylaws and/or policy manual of the latter shall prevail.

Article 2. Mission

Section 1. Mission

The mission of IABC Dallas is to enhance the greater mission of IABC within North Texas. In addition, we strive to:

- a) Foster networking and connections between local area communicators to learn and develop within their profession.
- b) Elevate outstanding work among our members through volunteer opportunities and recognition.
- c) Enrich the overall communications strategies of businesses throughout the greater Dallas area by equipping our members with best practices, ideas and innovations.

Article 3. Memberships

Section 1. Types of Memberships

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.
- 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 of the IABC Bylaws, as the International Executive Board may determine from time to time.

Section 2. Membership Sections

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

Section 3. 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 4. Forfeiture

Membership shall be forfeited for the following reasons:

- a) Action opposed to the mission of IABC Dallas.
- b) Action opposed to the Code of Ethics of the International Association of Business Communicators.
- c) Nonpayment of membership fees, provided the member has been notified in writing and given a period of 60 days in which to pay fees due.
- d) Removal. Any member may be removed from membership in IABC Dallas by the chapter board by a two-thirds vote. For any cause other than nonpayment of dues, removal shall occur only after the member 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 board, which will then make a final decision. No dues shall be refunded, as set forth in Article 2, Section 4, Paragraph (d) of the IABC Bylaws and of Article 4, Section 3 of these bylaws.

Article 4. Dues

Section 1. Chapter Dues

Chapter Dues and other chapter fees shall be set by a two-thirds vote of the executive board. Note that the International Executive Board of IABC sets International and Regional dues.

Section 2. Nonpayment

Members who fail to pay their dues within 60 days after they are due shall be notified by IABC and dropped from the membership rolls, thereupon forfeiting all rights and privileges of membership in both IABC and IABC Dallas.

Section 3. Refund of Dues

No dues shall be refunded to any member whose membership terminates for any reason per IABC rules and policy.

Article 5. Organizational Structure

Section 1.

The executive board, at its discretion, may establish units within IABC Dallas to serve specific functions.

Article 6. Meetings

Section 1. Executive Board

The executive board shall hold a minimum of eight separate monthly meetings annually to determine the business of IABC Dallas. Additional meetings of individual board teams and the executive board shall be called as needed.

Section 2. Chapter Meetings

IABC Dallas shall hold a minimum of 11 separate monthly meetings of the general membership.

Article 7. Officers

Section 1. Administrative Year

The administrative year of IABC Dallas shall be from July 1 to June 30.

Section 2. Executive Board

The executive board of IABC Dallas shall consist of the officers and directors of IABC Dallas as defined in Article 7, Section 4.

Section 3. Authority

Full authority, privileges, rights, and powers of IABC Dallas shall be vested in the members through the bylaws. Officers, directors, executive board members, and committees hereinafter provided shall exercise only that authority and those powers that are specifically granted to them by the bylaws.

Section 4. Executive Board

The officers of the IABC Dallas shall be the president, president-elect, past-president and nine team vice presidents as designated by the president. Team Vice Presidents can include roles such as Vice President of Communications, Vice President of Volunteer Recruitment and Recognition, Vice President Chapter Services, Vice President of Sponsorships, Vice President of Special Events, Vice President of Programs, Vice President of Membership, Vice President and Secretary, Vice President of Branding and Engagement, and Vice President of Finance. All Team Vice Presidents will coordinate the activities assigned to their committees and will recruit volunteers from the membership at large to accomplish their tasks.

Section 5. Qualification

Any regular member in good standing with a minimum of two years membership in the chapter shall be eligible for nomination and election to the office of president-elect, who shall assume the presidency during the following term or in the event that the president is unable to complete his or her term, of IABC Dallas. Any member in good standing shall be eligible for nomination and election to any other chapter office in IABC Dallas.

Section 6. Nomination

Candidates for office shall be selected by the president-elect. The president-elect shall present the slate to the executive board for approval and copies of the slate shall be distributed (as by email or other means) to all voting members in advance of the final meeting of the board term.

Section 7. Election of Officers

Accompanying the slate of nominees sent to all voting members shall be an official ballot that shall be returned (as by email or other means) no later than 15 days from the date sent. Voting members shall have 15 days from the date the slate and ballot were sent to register their vote according the manner requested. A plurality of voters cast shall be sufficient to elect. A tie will be broken by the executive board. The president shall be responsible for tabulating all official ballots and submitting the results to the executive board for approval and certification.

Section 8. Terms of Office

All officers and directors shall serve one-year terms or until a successor is selected.

Section 9. Vacancies or Removal

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. The executive board will approve new members by a motion. In the case of a vacancy in the presidency, if the president-elect is unable to serve, the executive board may appoint the past president or a past president from active former presidents of the chapter. The executive board, at its discretion and following International Association of Business Communicators policy, may remove for cause from office, by two-thirds vote, any officer or director.

Article 8. Duties of Officers

Section 1. President

The president shall serve as the chief executive officer of IABC Dallas, exercise general direction of the business of IABC Dallas, appoint and be an ex-officio member of all committees and serve as delegate to the Southern Region board. The president shall also serve as alternate delegate to the International Association of Business Communicators board if the past-president is unable to attend as delegate.

Section 2. President-elect

The president-elect shall act as assistant to the president, supervise leadership development, and assist in duties assigned by the executive board. This person shall automatically assume the presidency during the next board term and shall step into the presidency should a vacancy occur during the president's un-expired board term. If the president is unable to attend the Southern Region board, the president-elect shall serve as the alternate delegate.

Section 3. Vice Presidents

Team vice presidents shall be responsible for ensuring the coordination and completion of all duties assigned to their committees through delegation to volunteers recruited from the membership at large. They will also be responsible for strategic planning, communication, and coordination with the president, president-elect, and past-president.

Section 4. Vice President of Finance - and/or- Bookkeeper as a non-Board member

The vice president of finance serves as a custodian of dues, funds, and financial records, supervises the chapter bookkeeper, disburses all incidental funds, monitors membership fees received from the International Association of Business Communicators, provides a monthly written report to the executive board, monitors actual budgets versus forecast, provides quarterly reports to the board, provides an annual financial statement to the International Association of Business Communicators for reporting purposes, and is responsible for any other activities as may be assigned by the executive board.

If there is not a vice president of finance on the board, the responsibilities will go to a hired bookkeeper who will report to the Board via the President Elect. If the president-elect is unavailable, then it defaults to the past president. All check-writing and movement of any funds will be handled by the assigned board member.

- Monthly reporting at Board meetings (income, expenses, balance, reserves, projections...)
- Submits annual financial report to HQ
- Set annual budget in cooperation with president, bookkeeper and board: forecast chapter revenue and expenses; set realistic targets for year
- Track income and expenses; look for ways to save money, increase revenue
- Pays invoices and reimburses board members for chapter expenses
- Maintain reserves (min. 3-4 months of year's budget amount in checking and/or savings)
- Communicate with banking institution that holds chapter's money
- Responsible for ensuring chapter's money is diversified as it should be
- Financials, policies & procedures to protect the chapter; secure liability insurance

Section 5. Secretary

The secretary records minutes of the executive board meetings and distributes such minutes to the executive board no later than 10 days before the next meeting, transmits such correspondence as required or requested for coordination of IABC Dallas

business, and supervises organizational relations, archives, and any other activities as may be required by the executive board.

Section 6. Past President

The past president serves as parliamentarian and other roles as may be assigned by the executive board. In addition, the past president shall serve as delegate for IABC Dallas to the International Association of Business Communicators board.

Article 9. Executive Board

Section 1. Composition

The executive board of IABC Dallas shall consist of the officers and vice presidents of IABC Dallas as defined in Article 7, Section 4.

Section 2. Authority and Responsibility

The executive board shall have supervision, control, and direction of the affairs of IABC Dallas, shall determine its policies or changes therein within the limits of these bylaws, shall actively pursue its mission, and shall supervise disbursement of its funds. The executive board may adopt such rules and regulations for the conduct of its business, as it deems advisable, and may delegate certain authority and responsibilities to a board of directors, executive committee or other committees or persons.

Section 3. Quorum

A quorum of the executive board shall consist of a majority of the voting members. If a quorum cannot be mustered, a meeting may proceed and any action taken shall become valid if subsequently confirmed by quorum approval of the executive board.

Article 10. Operations

Section 1. Authority

The executive board shall have authority over the receipts, expenditures, and assets of IABC Dallas.

Section 2. Fiscal Year

The fiscal year of IABC Dallas shall be from July to June.

Section 3. Budget

The executive board shall adopt within 45 days of the beginning of each fiscal year an operating budget covering all activities of IABC Dallas.

Section 4. Reserves

Financial reserves as deemed appropriate by the executive board shall be retained from chapter funds or developed to provide reasonable stability of finances.

Section 5. Board Liability Insurance

Executive board members shall be covered by a policy paid for by IABC Dallas that protects individual members from personal liability.

Section 6. Compensation

Executive board members shall not receive any compensation from IABC Dallas for their services as officers or directors.

Section 7. Audits

The accounts of IABC Dallas shall be audited by a certified public accountant selected by the executive board not less than bi-annually, per IABC requirements. The accountant shall provide a written report to the executive board.

Article 11. Operations and Procedures

Section 1.

The executive board shall refer to the IABC Policy Manual in support of these bylaws.

Article 12. Nondiscrimination

Section 1.

IABC Dallas shall not accept any organizational unit that denies membership or membership privileges nor shall it deny membership or membership privileges itself, on the basis of race, creed, religion, sex, sexual preference, age, color, national origin, or other dimension of diversity.

Article 13. Amendment of Bylaws

Section 1.

These bylaws may be amended by a majority vote of the executive board quorum necessary to conduct business. Proposed amendments to these bylaws must be submitted to the executive board. Amendments must receive approval of either the executive board or be petitioned by at least 10 percent of the voting members of the chapter to be eligible for consideration by the entire voting membership. Proposed amendments that meet said qualifications must be submitted to the membership at least 15 days prior to the voting period at which said amendments are to be considered for adoption. Notice of the voting period must accompany the proposed amendments.

Article 14. Dissolution

Section 1.

IABC Dallas shall use its funds only to pursue the mission specified in these bylaws, and no part of said funds shall be distributed to members except for professional services rendered above and beyond volunteer responsibilities, and then only with approval by the board of IABC Dallas. On dissolution of IABC Dallas, any funds remaining shall be distributed to the International Association of Business Communicators.

Article 15. Amendments

Section 1.

List amendments by Article and Section with any explanatory notes and the date effective.

Contact Information

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