



## **IABC Seattle Bylaws**

### **ARTICLE 1**

#### **Name and location**

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

Name. The name of this organization shall be IABC Seattle, a not-for-profit organization. IABC Seattle shall be affiliated with the International Association of Business Communicators (IABC).

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

Location. The geographical area served by IABC Seattle shall include the greater Seattle Metropolitan area. This includes cities west of the Cascades, from the Canadian border south, and from Tacoma north.

### **ARTICLE 2**

#### **Mission**

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

IABC Seattle develops and connects a diverse network of talented communicators you'll find at the heart of every great organization in our community.

### **ARTICLE 3**

#### **Membership**

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

Qualification. Membership in this organization shall be composed primarily of professional organizational communicators engaged in internal and/or external communication at all levels of their respective organizations.

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

Regular membership. This membership is open to professional communicators in business, industry, not-for-profit organizations, education, government, and other organizations, educators, consultants, and freelancers in the communication field. Regular members of IABC Seattle shall be regular members of the International Association of Business Communicators.

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

Student membership. This membership is open to students of educational institutions as defined in the policy manual.

##### ***Section 4.***

Service and participation. Policies governing service and participation for all members shall be determined by the executive board of IABC Seattle, unless otherwise set forth in these bylaws.

##### ***Section 5.***

Duration of membership, resignation, and removal. Membership shall be for the period for which dues are paid. Any member may resign by filing a written resignation with the president. All rights, privileges, and interests of a member in or to IABC Seattle shall cease on termination of membership. Any member shall be removed from membership by the executive board for cause 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 it. The member will have at least 15 days to respond in writing to the executive board for forwarding to the executive committee of the International Association of Business Communicators, which then shall make a final determination.

## **ARTICLE 4**

### **Dues**

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

Establishment of dues. Dues and other chapter fees shall be set by a two-thirds vote of the executive board of IABC Seattle.

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

Cancellation. Members who fail to pay their full dues within two months after they are due shall be notified and dropped from the rolls and thereupon forfeit all rights and privileges of membership.

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

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

## **ARTICLE 5**

### **Organizational structure**

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

The executive board, at its discretion, may establish units within IABC Seattle to serve specific geographical, functional, or other interests.

## **ARTICLE 6**

### **Meetings of members and voting**

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

Regular meetings. Regular meetings of IABC Seattle shall be held monthly. Meetings may be attended 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 2.***

Notice of meetings. 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 via electronic mail.

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

Special meetings. The executive board may call special meetings of the membership at any time by sending written notice as specified above.

#### ***Section 4.***

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. A quorum of the executive board shall consist of a majority of the total number of executive board members, as defined in these bylaws. A quorum necessary to act on official business of the entire chapter shall consist of at least 40 percent of the total voting membership.

**Section 6.**

Cancellation. The executive board, by a majority vote, may cancel or postpone any meeting of the chapter for cause, except those called by a quorum of the membership. Such meetings shall be held no less than 30 days after presentation of a request for meeting signed by at least 40 percent of the total voting membership.

**Section 7.**

Rules of order. Meetings and procedures of IABC Seattle shall be regulated and controlled according to Robert's Rules of Order (revised) for parliamentary procedure, except as otherwise provided by these bylaws.

**ARTICLE 7**

**Officers**

**Section 1.**

Governing body. The governing body of IABC Seattle shall be known as the executive board.

**Section 2.**

The officers of IABC Seattle and the members of the executive board, shall be president, president elect, past president, vice president of events and education, vice president of communications, vice president of administration and operations, vice president of membership, and vice president of engagement.

**Section 3.**

Qualifications for office. Any regular IABC member in good standing shall be eligible for nomination and election to office in IABC Seattle. Any nominee or board member with access to IABC Seattle banks accounts must complete a satisfactory background check prior to taking office.

**Section 4.**

Nomination of officers. Candidates for office shall be selected by a nominating committee, consisting of the immediate past president, the president (who will serve as chair), and the president elect.

The nominating committee shall present its slate to the executive board for approval, and copies of the slate shall be distributed to all voting members at least 30 days in advance of the final meeting of the calendar year via email. The outgoing president shall automatically succeed to the office of past president.

**Section 5.**

Election of officers. Notice of the proposed slate of officers shall be emailed to all members at least 30 days prior to the end of the board term via email. Members may indicate their refusal of all or part of the board slate in writing to the president of the chapter no later than 15 days before the end of the board term. If the majority of the members refuse all or part of the board slate, a new slate (or portion thereof) will be selected and presented to the membership for approval. Rejection of one portion of the board slate will not mean rejection of all candidates.

**Section 6.**

Terms of office. All officers shall serve one-year terms, from July 1 to June 30, or until a successor is duly elected.

**Section 7.**

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. Successors must be named within 30 days of the vacancy. If the past president is unable to serve, the executive board shall appoint a former president of the chapter to the vacant role.

The executive board, at its discretion and following IABC policy, may remove by two-thirds vote any officer from office for cause.

## **ARTICLE 8**

### **Duties of officers**

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

President. The president shall serve as the chief executive officer of IABC Seattle; exercise general supervision over executive affairs of IABC Seattle; preside at all regular and special meetings; appoint and be an ex officio member of all committees; represent IABC Seattle in civic, professional and educational activities. The president shall perform other duties necessary to the office or as prescribed by the executive board. In addition, the president shall serve as a delegate of Seattle to the International Association of Business Communicators and to the region board.

The president shall serve as chair of the nominating committee. The president shall determine job descriptions for all other board positions, with the exception of past president and president elect. Job descriptions, and the duties of executive board officers, need not be presented to the membership for ratification.

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

President elect. The president elect shall have duties assigned by the president and act in the absence of the president.

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

Past president. The past president shall serve as the senior delegate of IABC Seattle to the International Association of Business Communicators and the regional board.

## **ARTICLE 9**

### **Executive board**

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

Composition. The executive board of IABC Seattle shall consist of the officers of IABC Seattle, as defined in ARTICLE 7. Committee chairpersons shall be ex officio, nonvoting members of the executive board.

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

Authority and responsibility. The executive board shall have supervision, control, and direction of the affairs of IABC Seattle, shall determine its policy or changes therein within the limits of these bylaws, shall actively pursue its mission, and shall supervise disbursements 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 of its authority and responsibility 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 unanimous approval in writing of the members of the executive board.

## **ARTICLE 10**

Standing and special committees.

**Section 1.**

The president shall appoint and administer standing and special committees necessary to conduct the affairs of IABC Seattle.

**ARTICLE 11**

**Finance**

**Section 1.**

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

**Section 2.**

Fiscal year. The fiscal year of IABC Seattle shall be from July1 to June 30.

**Section 3.**

Budget. The executive board shall adopt in advance of each fiscal year and/or administrative year an operating budget covering all activities of IABC Seattle.

**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.**

Compensation. Officers shall not receive any compensation from IABC Seattle for their services as officers.

**ARTICLE 12**

**Policy manual**

**Section 1.**

The executive board shall maintain a policy manual in support of these bylaws. The policy manual shall relate to the governance and administrative procedures of IABC Seattle.

**ARTICLE 13**

**Nondiscrimination**

**Section 1.**

IABC Seattle 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, disability, gender, sexual preference, age, color, or national origin.

**ARTICLE 14**

**Dissolution**

**Section 1.**

IABC Seattle shall use its funds only to pursue the mission specified in these bylaws, and no part of said funds shall be distributed to members of IABC Seattle. On dissolution of IABC Seattle, any funds remaining shall be distributed to the International Association of Business Communicators.

## **ARTICLE 15**

### **Amendments**

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

These bylaws may be amended at a regular or special meeting of IABC Seattle by a two-thirds vote of a 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 which meet such qualifications must be submitted to the membership at least 15 days prior to the meeting at which said amendments are to be considered for adoption. Written notice of the meeting must accompany the proposed amendments.