

# **Canadian Public Relations Society Vancouver**

## **CONSTITUTION AND BYLAWS**

# CONSTITUTION

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1. The name of the Society is the **CANADIAN PUBLIC RELATIONS SOCIETY VANCOUVER**, hereinafter referred to as "the Society."
2. The purposes of the Society shall be:
  - a. To act in the public welfare in the practice of public relations.
  - b. To encourage and maintain high standards in the practice of public relations.
  - c. To encourage members to abide by the Code of Professional Standards of the National Society.
  - d. To advance the knowledge, skill and status of those engaged in the practice of public relations.
  - e. To advance the practice of public relations.
  - f. To provide an opportunity to those engaged in the profession of public relations to exchange ideas and experiences.
  - g. To improve the relations of public relations practitioners with employers and clients, with established media and with the general public.
  - h. To provide information on the profession to those considering employment in the field of public relations.
  - i. To encourage affiliation by public relations practitioners to the Society, the National Society or similar groups.
3. The operations of the Society are to be chiefly carried on in the Province of British Columbia and the business of the Society is to be conducted principally in the Greater Vancouver area.
4. The Society defines public relations, in alignment with the definition as provided by the National Society, as: "Public relations is the strategic management of relationships between an organization and its diverse publics, through the use of communication, to achieve mutual understanding, realize organizational goals and serve the public interest."
5. The Society shall be a member society of the national body incorporated under the provisions of Part II of the *Canada Corporations Act*, under the name of the Canadian Public Relations Society, Inc., hereinafter referred to as "the National Society."

# BYLAWS

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## PART I - INTERPRETATION

1. In these bylaws, unless the context otherwise requires:
  - 'Directors' means the Directors of the Society.
  - 'Society Act' means the *Society Act of the Province of British Columbia* and all amendments to it.
2. Words imparting the singular include the plural and vice-versa; and words imparting a male person include a female person and a corporation.

## PART 2 - MEMBERSHIP

### *I Membership Categories*

1. Membership in the Society shall be open to qualified individuals only. The Society shall not place restrictions on the number of qualified members that may join the Society.
2. Members shall be classified as either Voting or Non-voting members as follows:
  - a. **Voting Members** are Full Members of the National Society, as well as Affiliate Members and Life Members.

*Life Membership* is an honour given to a member who has, in the opinion of the Society's Directors, provided exemplary service to the Society or has made outstanding contributions to the advancement of the National Society in particular and to public relations in general. Life Members shall be approved as Life Members by a majority of the Board of Directors. A Life Member shall be exempt from paying any local chapter dues required by the Society and any applicable National Society dues shall be paid by the Society.

- b. **Non-Voting Members** shall include Retired Members, Inactive Members, Student Members and Associate Members as defined herein:

*Retired Members* are those who have retired from principal employment in public relations, have been members in good standing for not fewer than ten (10) years, of which not fewer than five (5) years they have been of Voting Member status, and have made application for retired membership status.

*Inactive Members* are those who have been Voting Members for a total period of three (3) full years, have withdrawn from principal employment in the practice of public relations and have made application for Inactive membership status.

*Student Members* are those who are not principally employed in Public Relations and are 1) currently enrolled in a public relations, communications or related program recognized by the Society; or 2) have been accepted to begin a public relations, communications or related program within the next six months; or 3) have graduated from a public relations, communications or related program at a college or university within the last 12 months and have not yet gained employment.

*Associate Members* are individuals who have expressed interest in or support the profession. Associate membership will be conferred at the discretion of the Directors and is intended to encourage the awareness of and support of the Society's activities and the practice of public relations.

## ***II Qualifications and Eligibility***

1. All applicants for membership in the Society shall agree to abide by the National Society's Code of Professional Standards.
2. Every member shall comply with the Constitution and Bylaws of the Society.
3. All applicants for membership in the Society shall meet certain other requirements as set forth in the membership application form.
4. All applicants for voting membership in the Society shall submit a signed, fully completed membership application form to the National Society for processing.
5. The President accepts applications for membership. The Board of Directors, after fair and reasonable consideration, has the right to reject any application for membership, either voting or non-voting as defined above.
6. A person shall cease to be a member of the Society:
  - a. by mailing or delivering his resignation in writing to the Secretary-Treasurer of the Society, or
  - b. on his death, or
  - c. on being expelled, or
  - d. on having been a member not in good standing for three (3) consecutive months.
7. All members are in good standing except a member who has failed to pay his current annual membership dues or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
8. The Board of Directors shall have the power to expel any member(s) of the Society for cause and, without limiting the generality of the foregoing, "cause" shall include conduct contrary to the National Society's Code of Professional Standards.

- a. The person who is the subject of the proposed expulsion shall be given an opportunity to be heard at the Board of Directors meeting before the expulsion resolution is put to a vote.

### ***III Dues and Fees***

1. Members who are required to pay annual membership dues to the Society shall do so in such amount as may be prescribed by the Directors and approved by the membership as business conducted at a general meeting.
2. Members who are required to pay annual membership dues to the National Society shall do so in such amount as may be prescribed by the National Society.

### **PART 3 - MEETINGS**

1. The Annual General Meeting of the Society shall be held at the discretion of the Directors but not more than fifteen (15) months after the previous Annual General Meeting.
2. Every General Meeting, other than an Annual General Meeting, is an Extraordinary Meeting.
3. Notice of a General Meeting shall specify the place, the day and the time of the meeting and, in the case of special business, the general nature of that business.
4. Notice of any General Meeting may be given by letter, email or fax at the discretion of the Directors.
5. Notice shall be deemed to have been so given when sent to the member no fewer than fourteen (14) days prior to the meeting.
6. Notice of a General Meeting shall be given to
  - a. every voting and non-voting member shown on the register of members 'in good standing' on the day notice is given, and
  - b. the Auditor, if an Auditor is appointed.
7. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive such notice does not invalidate proceedings at that meeting.

## **PART 4 - PROCEEDINGS AT GENERAL MEETING**

### ***I Business***

1. Special business is:
  - a. all business at an Extraordinary General Meeting except the adoption of rules of order, and
  - b. all business at an Annual General Meeting, except,
    - (i) the adoption of rules of order,
    - (ii) the consideration of the financial statements,
    - (iii) the report of the Directors,
    - (iv) the report of the Auditor(s), if any,
    - (v) the election of Directors,
    - (vi) the appointment of the Auditor, if required, and
    - (vii) such business as, under these bylaws, ought to be transacted at an Annual General Meeting or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

### ***II Quorum***

1. A quorum is three (3) voting members present, or such greater number as the members may determine at a General Meeting.
2. No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
3. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
4. If, within 30 minutes from the time appointed for a General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and if possible in the same place and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

### ***III Presiding at General Meetings***

1. Subject to bylaw (2) of this section, the President of the Society, the Vice-President, the Treasurer, or in the absence of all three, one of the other Directors present shall preside as Chair of a General Meeting.
2. If at a General Meeting:
  - a. there is no President, Vice-President, or other Director present within thirty (30) minutes after the time appointed for holding the meeting, or
  - b. the President and all other Directors present are unwilling or unable to act as Chair,

the members present shall choose one of their numbers to be Chair.

### ***IV Adjournments***

1. A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
2. Where a meeting is adjourned for twenty-one (21) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
3. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

### ***V Resolutions, Voting and Proxy Ballots***

1. In case of an equality of votes, the Chair shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member of the Society and the proposed resolution shall not pass.
2. A voting member is entitled to one (1) vote at a meeting of members. Such vote may be cast personally or by proxy. All voting shall be only by voting members.
  - a. The instrument appointing a proxy shall be in writing under the hand of the maker and upon a form provided by the Directors. The instrument of proxy shall be recorded on receipt at the office of the Director of Operations and must be received not fewer than twenty-four (24) hours before the meeting to which it is directed. The record of instruments of proxy will be closed twenty-four (24) hours before the meeting and will be placed in the hands of the President or Chair of the meeting. The record will be made available to any voting member who wishes to challenge any instrument of proxy brought forward at the meeting. In default of the provisions outlined herein, the proxy shall be invalid.

- b. A member's proxy ballot is rendered invalid if that member decides to attend the meeting and cast his/her vote in person.
- c. If the member appointed to cast a proxy ballot(s) on behalf of another member(s) is not in attendance, the proxy ballot(s) will be considered invalid.
- d. The instrument appointing a proxy may be in the following form or in any other form that the Directors shall approve:

"Canadian Public Relations Society, Vancouver"

I, \_\_\_\_\_ of \_\_\_\_\_ being a Voting Member of the Canadian Public Relations Society Vancouver, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me and on my behalf at the meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

Signature \_\_\_\_\_

- e. Voting is by show of hands unless otherwise decided by a majority of members attending a meeting of members.
- f. Motions or amendments at any Annual or Extraordinary General Meeting shall be carried by a simple majority of votes cast, except for Special Resolutions.
- g. A Special Resolution, presented either at the Annual General Meeting or an Extraordinary Meeting, means a resolution passed by at least three-quarters of the votes cast by voting members present at the meeting.
- h. Notice of any Special Resolution must be delivered at the same time as notice of the Annual General Meeting or Extraordinary Meeting.

**PART 5 - DIRECTORS AND OFFICERS**

***I Powers Of***

- 1. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting, but subject, nevertheless, to the provisions of
  - a. The *Society Act* and all applicable laws affecting the Society,
  - b. these Bylaws, the Constitution, and

- c. rules, consistent with the *Society Act* and all applicable laws, these Bylaws and the Constitution, which are made from time to time by the Society in General Meeting.
2. No rule made by the Society in a General Meeting is retroactive.
  3. The Directors may, from time to time, approve the formation of affiliate or special-interest groups of members in good standing and assign to such groups powers that shall not exceed the powers of the Society or which the Society confers. Approval shall include the rights of such a group to elect a representative who may attend all meetings of Directors. The representative may speak to, but shall not vote on, all resolutions considered by the Directors.
    - a. The Directors may grant approval to form such an affiliate or special interest group provided that:
      - (i) a written request, including the principles, bylaws or rules of order, and membership of the group, is presented to a meeting of directors,
      - (ii) the group consists of not fewer than ten (10) voting members of the Society,
      - (iii) the aims and objectives of the group are not inconsistent with the constitution of the Society, and
      - (iv) the request and approval are in accordance with the *Society Act*.

## ***II Number and Election Of***

1. The Board of Directors of the Society shall consist of the President, Vice-President, immediate Past President, Treasurer and no fewer than five (5) additional Directors.
  - a. At each Annual General Meeting or such earlier General Meeting called expressly for the purpose of electing Directors, those Directors whose terms of offices are expiring shall retire from office, and the voting members may elect any of its eligible members as Directors.
  - b. The Treasurer, alone among the Directors, may be an Associate Member of the Society.
  - c. Each Director – excepting the President, Vice-President and Treasurer – shall be elected to serve a three-year term, and may stand for re-election following that term.
  - d. The President, Vice-President and Treasurer shall be appointed for a one-year term and may be re-appointed by the Board for additional one-year terms provided that such officer has been re-elected to the Board.

- e. With the exception of the Treasurer, who may be an Associate Member of the Society, all and only voting members in good standing shall be eligible for election to the Board of Directors.
  - f. The President and Vice-President shall be appointed by the Board from among the Directors at a meeting of the Board held at or near the time of the Annual General Meeting, or any other meeting of the Board as may be necessary to fill any vacancies from time to time.
  - g. The Treasurer shall be appointed by the President at a meeting of the Board held at or near the time of the Annual General Meeting, or any other meeting of the Board as may be necessary to fill any vacancies from time to time.
  - h. A nominating committee consisting of the President, Vice-President and one other Director shall nominate and cause to be circulated among the voting members a slate of candidates for office, having first confirmed that such candidates are willing to serve if elected. Such slate shall accompany the notice of the Annual General Meeting.
  - i. Further nominations may be made by the membership at large provided that each such nomination is proposed and seconded by voting members who have first confirmed that their nominee is willing to serve if elected, and provided that such nomination is provided to the Director of Operations in writing one week prior to the Annual General Meeting.
  - j. An election may be by acclamation; otherwise it shall be by ballot.
  - k. The Directors shall assume their duties immediately following election at the Annual General Meeting or any other such General Meeting at which Directors are elected.
2. The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
- a. A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for election at that meeting.
3. If a Director is unable or unwilling to complete his term of office, he is considered by the Board to have resigned his office.
4. The voting members may, by Special Resolution, remove a Director or member of the Executive Committee before expiration of his term of office and may elect a successor to complete the term of office.
5. No Director shall be remunerated for being or acting as a Director but a Director shall, upon request, be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

## **PART 6 - PROCEEDINGS OF DIRECTORS**

### ***I Meeting***

1. The Directors shall meet once at least in every three (3) months at such time and place as they appoint or as the President or the Vice-President, in the absence or incapacity of the President, shall fix.
  - a. The Directors shall meet for the dispatch of business and may adjourn and otherwise regulate their meetings and proceedings as they see fit.
2. The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be fifty per cent (50%) of the number of Directors currently serving on the Board.
3. The President shall chair all meetings of the Directors; but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as Chair and, in the absence of both the President and Vice-President, the Treasurer shall be the Chair. If the President, Vice-President and Treasurer are not present, the Directors may choose one of their numbers to chair that meeting.
4. A Director may, at any time, request a meeting of the Directors.

### ***II Committees***

1. The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they deem fit.
  - a. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act of thing done in exercise of those powers to the earliest meeting of the Directors to be held after it has been done.
  - b. A committee shall elect a Chair of its meetings; but if no Chair is elected or at any meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their numbers to chair the meeting.
2. Other committees may be established from time to time in order to perform specific functions under terms of reference decided by the Directors.
  - a. The Chair of such a committee shall be appointed by the President, and may be chosen from the Board of Directors. Such appointments are revocable at any time at the discretion of the President.

### ***III Attendance***

1. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an Annual or other General Meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of Directors is present.
2. Any director who intends to miss any meeting of the Board of Directors shall notify the President or, in his absence, the Vice-President.
3. Directors shall make every effort to attend any meeting of the Board of Directors in person. However, if necessary, Directors may attend such meetings by telephone conferencing.

### ***IV Voting***

1. Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
2. In case of an equality of votes, the Chair shall have a second or casting vote.
3. A resolution circulated in writing outside any regular meeting of the Board of Directors, agreed to by a majority of the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

## **PART 7 - DUTIES OF OFFICERS**

### ***I Officers***

1. The officers of the Society shall be the President, Vice-President, immediate Past President, and Treasurer, and these officers shall form the Executive Committee.
2. The President shall issue notices of meetings of the Society and Directors and shall preside at all meetings of the Society and of the Directors.
  - a. The President is the Chief Executive Officer of the Society and shall supervise the other Directors in the execution of their duties.
  - b. The President shall be a member ex officio of all committees, and of all associate or special interest groups formed under Part 5, Section I (3) of these bylaws.
  - c. The President, or a Director appointed by the President, shall represent the Society on any or all committees, councils or conferences established by the National Society. Such representation shall include the right to vote on behalf of the Society on all matters being considered by the National Society.

- d. Failing the availability of the President and/or any Director to represent the Society, the Directors shall appoint a voting member or members to represent the Society on any such committees, councils or conferences of the National Society.
3. The Vice-President shall carry out the duties of the President if the President is unavailable or unable to do so.
4. The Treasurer shall carry out the duties of the President during the absence of both the President and the Vice-President.
  - a. The Director of Operations shall ensure the Society complies with the Constitution and Bylaws, the reporting requirements of the *Society Act*, and any other applicable laws governing the Society.
  - b. From time to time as deemed necessary by the Directors, a Bylaws Committee shall be struck to conduct a review of the Bylaws, and shall deliver recommended changes, additions or deletions to the Directors prior to the Annual General Meeting. Recommended changes, additions or deletions, approved by the Board, shall be brought before the membership as a Special Resolution.
5. The Treasurer shall be responsible for:
  - a. keeping such financial records, including books of account, as are necessary to comply with the *Society Act*, and
  - b. rendering financial statements to the Directors, members and others as required.
6. The Director of Operations shall be responsible for:
  - a. Conducting the correspondence of the Society,
  - b. minutes of all meetings of the Society and Directors, and
  - c. custody of all records and documents of the Society.
7. In the absence of the Director of Operations, the Chair shall appoint another person to act as Director of Operations at that meeting.
8. Contracts and obligations that have been approved by the Board shall be signed by any two of the following: President, Vice-President, Treasurer or immediate Past President, all of whom have signing authority for the Society.
9. Signing authority for financial disbursements of the Society shall be as determined by the Executive Committee.

## **PART 8 - FISCAL YEAR**

The fiscal year of the Society shall terminate on the 31<sup>st</sup> day of March in each year.

## **PART 9 - AUDITOR**

### ***I Appointment***

*Applies only if the Society is required, or has resolved, to have an Auditor.*

1. At each Annual General Meeting, the Society shall appoint an Auditor to hold office until he is re-elected or a successor is elected at the next Annual General Meeting and:
  - a. An Auditor may be removed by ordinary resolution.
  - b. An Auditor shall be informed forthwith in writing of appointment or removal.
  - c. No Director or employee of the Society shall be Auditor.
  - d. The Auditor may attend General Meetings.

## **PART 10 - BYLAWS**

### ***I Access To***

1. The Society shall provide open and public access to a copy of this Constitution and these Bylaws of the Society at all times.

### ***II Alterations to***

1. These Bylaws may be amended by Special Resolution brought before the membership at any General Meeting or Extraordinary Meeting of the Society.

**- END -**