

# CPRS-VI Official Bylaws



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## **Part 1. Interpretations**

1.1 In these bylaws, unless the context otherwise required, the following definitions apply:

- a) "Society" means the Canadian Public Relations Society-Vancouver Island ([www.cprs-vi.org](http://www.cprs-vi.org))
- b) "Directors" means the directors of the Society for the current fiscal year
- c) "Society Act" means the Societies Act of the Province of British Columbia, from time-to-time in force and all amendments to it
- d) "Registered address" of a member means their address as recorded in the register of members, and
- e) "National Society" means the national body named the Canadian Public Relations Society Inc.

1.2 The definitions in the Societies Act, on the date these bylaws became effective, apply to these bylaws.

## **Part 2. Membership**

2.1 Members: Membership in the Society shall be open to individuals only and shall be unlimited as to numbers.

2.2 Categories: There shall be two categories of membership in the Society: National Society Voting Member and Societal Voting Member.

2.2.1 National Society Voting Member: National Society Voting Member criteria are identified in the National Society's bylaws. National Society members shall have full societal voting privileges, as follows.

Membership: The National Society shall consist of the members of the member societies and individual members. Membership shall be classified as follows:

- Members: those individuals who are full-time practicing public relations professionals.
- Affiliate: those members who, at the time of application, have less than two years practice in public relations.
- Associate: those individuals who are practicing public relations less than 50% of their time.
- Life Members: those individuals who are granted permanent membership following their retirement.

2.2.2 Societal Voting Member: Societal Voting Members are National Society members as well as student and retired members who are members of CPRS-VI only.

- a) Student members of CPRS-VI are currently enrolled and actively taking post-secondary courses and have an interest in a career in public relations. Student membership is conferred at the discretion of the board of directors of CPRS-VI and is subject to the board's annual approval.
- b) Retired members are those who are a former CPRS National Society member and have retired from the practice of public relations. Retired membership is conferred at the discretion of the board of directors of CPRS-VI and is subject to the annual approval of the membership committee.

2.2.3 Qualifications: An applicant for membership in any class shall meet certain other requirements set forth in detail in the application form, among which are that the candidates shall have a reputation for ethical conduct and integrity, and shall agree to abide by the Professional Standards and Code of Ethics of the Society.

2.2.4 Every member shall uphold the CPRS-VI constitution and comply with these bylaws.

2.3 Applications: Application for membership shall be made available on CPRS National's website or on the forms provided by the National Society.

2.4 Refusal: The Society has the right to reject an application for membership after fair and reasonable consideration by the membership committee and with a two-thirds affirmative vote of the board of directors that supports the rejection of the application.

2.5 Eligibility: The eligibility requirements for entry into the Society shall comply in every detail with the eligibility requirements established and in effect for the National Society (for National Society members) and the local Society (local members).

2.6 Resignation: A person shall cease to be a member of the Society:

- By mailing or delivering their resignation to the Society in writing
- On their death
- On being expelled
- On being a member not in good standing

2.7 Good Standing: All members are in good standing except a member who has failed to pay their current annual membership dues or any other subscription or debt due and owing by them to the Society.

2.8 Expulsion: The board of directors shall have the power to expel any members of the

Society for cause and, without limiting the generality of the foregoing, 'cause' shall include conduct unbefitting to a member of the Society, or conduct contrary to the Code of Professional Conduct or Standards of the Society.

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

2.8.2 Should the board not approve the expulsion in the case that may be brought to its attention, the matter shall not be entered in the minutes of the meetings of the board of directors or of the Society.

2.9 Dues Collection: All membership dues are collected by CPRS National Society.

### **Part 3. General Meetings**

3.1 The Annual General Meeting shall be held, or commence, on a day in the month of May, or as near thereto as circumstances permit in each year. The specific date of the Annual General Meeting shall be decided by the directors and notice communicated to the membership as outlined in Section 3.3. The non-receipt of such notice shall not invalidate the proceedings of the Annual General Meeting.

3.2 A Special General Meeting of the Society may be called at such time and place as the board may determine. The notice of a special meeting shall be communicated to the membership as outlined in Section 3.3 and shall state the business to be transacted thereat and no other business shall be considered at that meeting.

3.3 At least fourteen (14) days' notice of any General Meeting, specifying the place, the date and the hour of the meeting, and in case of special meeting, the general nature of such special business, shall be given to the members. The non-receipt of notice by any member shall not invalidate the proceedings at any general or special meeting.

### **Part 4. Proceedings at General Meetings**

4.0 Business: Special Business is:

4.0.1 All business at an extraordinary general meeting except the adoption of rules or order; and

4.0.2 All business that is transacted at an annual general meeting except:

- a) The adoption of the rules of order
- b) The consideration of the financial statements
- c) The report of the directors

- d) The report of the auditors, if any
- e) The election of directors and officers
- f) The appointment of the auditor, if required, and
- g) Such business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.1 Quorum: No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.1.2 If at any time during a general meeting there ceases to be quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.1.3 A quorum is twenty percent of the voting members present or by proxy or such greater number as the members may determine at a general meeting.

4.1.4 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 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.

4.1.5 Proxies

- a) Any voting Member may be represented by proxy at Annual or Special General Meetings of the CPRS-VI Society by another Member, provided such proxy shall be in writing or electronically on a form provided by a board director, or a facsimile thereof. Voting Members shall be provided with the proxy form 14 days before Annual or Special General Meetings.
- b) A proxy must be signed by the voting Member and shall be valid only for the meeting for which it was specifically given.
- c) Proxies must be filed with the President or Secretary at least 24 hours before the meeting takes place.

4.2 Presiding at General Meetings: Except as provided in this bylaw, the president, a co-president of the Society, vice president or, in the absence of both, one of the other directors present shall preside as the chair of a general meeting.

4.2.1 At a general meeting, the members present shall choose one of their number to chair if:

- a) There is no president, vice president, co-president or other director present within 15 minutes after the time appointed for holding the meeting; or

- b) The president, vice-president, co-presidents and all other directors present are unwilling to act as the chair.

4.3 Adjournments: 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 from which the adjournment took place.

4.3.1 Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.3.2 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.

4.4 Resolutions: No resolution proposed at a meeting need be seconded and the chair of a meeting may propose a resolution.

4.5 Voting: A voting member is entitled to one vote at a meeting of members. Such vote must be cast personally or by providing a written 'proxy' as outlined in 4.1.5. All voting shall be by voting members.

4.5.1 Voting is by show of hands, or proxy form, unless otherwise decided by a majority of members attending a meeting of members.

4.5.2 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 or she may be entitled as a member of the Society, and the proposed resolution shall not pass.

## Part 5. Administration

5.1 The Board: The administration of the Society shall be vested in a board of directors consisting of:

- a) Either a president and a vice president or two co-presidents; and
- b) A secretary, treasurer, and up to eight directors.

In addition, the immediate past president shall be a member of the board with power to vote.

5.2 Term: The terms of office of the elected directors shall be (equally divided and) staggered for re-election or replacement each year. Thereafter, as the term of each elected Director expires, their successor shall be elected by the Society at the annual general meeting to serve for a term of two years.

No person shall be eligible for election or appointment as a director for more than three consecutive terms but they shall be eligible for election as a director at the annual general

meeting in the year following the year in which they ceased to be a director.

If, for any reason, a new board has not been elected within three months after the beginning of a new fiscal year, the existing board shall continue to hold office until the time of such election.

5.3 Board Vacancies: Where a person ceases to be an elected Director for any cause, the Board shall, within a period of one month, appoint a member of the Society to fill the vacancy until the date of the next annual general meeting, at which time the Society shall elect a member to serve for the unexpired portion of the term then remaining.

5.4 Power: The board shall have full power to administer the property and business of the Society including, but without limiting, the generality of the foregoing:

- a) Control over all financial accounts and disbursements
- b) Power to appoint committees
- c) Power to fill all vacancies.

5.5 Fiscal Year: The fiscal year of the Society shall be April 1 to March 31.

5.6 Rules of Order: Robert's Rules of Order, where not inconsistent with these bylaws, shall apply to all meetings of the Society.

5.7 Board Successor: The members may, by special resolution, remove a director or officer before expiration of their term of office, and may elect a successor to complete the term of office.

5.8 New Board: The members of the board of directors shall assume office at the close of the Annual General Meeting at which they are elected. A board member shall be eligible for reelection so that they can assume office immediately on the expiry of their term of office.

5.9 Remuneration: No director shall be remunerated for being or acting as director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by that director while engaged in the affairs of the Society.

## Part 6. Nomination and Election of board of directors

6.1 Board Members: No person shall be eligible to hold office on the board unless they are a National Society member or Student member. All board members must be members in good standing.

6.2 Nominations: Nominations for the board shall be made by a nominating committee, chaired by the incoming president or incoming co-presidents and shall include the past president and current president. The nominating committee shall identify the persons nominated for the offices of president and vice president or co-presidents, secretary, treasurer, and

directors. Where required, the nominating committee shall also identify committee volunteers for each director.

6.2.1 The report of the nominating committee shall be delivered to the secretary at least four weeks prior to the Annual General Meeting. The secretary shall send a copy thereof to each member in good standing together with the notice of the Annual General Meeting, as per Section 3.3.

6.2.2 At Annual General Meetings, additional nominations, other than those made by the nominating committee, will be accepted from the floor when such nominations are made by a voting member in good standing, provided such nominees signify, in writing, their willingness to stand for election.

6.2.3 At the Annual General Meeting, the Chair shall appoint scrutineers, if required. Members nominated for the incoming board shall not be eligible to serve as scrutineers.

## Part 7. Proceeding of the Directors

7.0 Meetings: The directors shall meet once at least every two months at such time and place as they appoint or as the president or either of the co-presidents shall fix.

7.0.1 The directors shall meet together for the dispatch of business and may adjourn and otherwise regulate their meetings and proceedings as they see fit.

7.1 Quorum: The directors may, from time-to-time, determine the quorum necessary for the transaction of business and, unless so determined, the quorum shall be a majority of the directors then in office.

7.2 Chair: Either the president or one of the co-presidents shall be the chair of all meetings of the directors; but, if at any meeting neither the president or one of the co-presidents are present within 30 minutes after the time appointed for holding the meeting, the directors may choose one of their number to be the chair at that meeting.

7.3 Notification: Notification of meetings of the board shall be given by the secretary to each member of the board prior to the date of said meeting.

7.4 Voting: Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

7.5 Resolution: No resolution proposed at a meeting of directors need be seconded and the chair of a meeting may propose a resolution.

7.5.1 A resolution in writing, signed by all 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 8. Duties of the Officers**

8.1 President or co-president: The president or senior co-president shall be the chief executive officer of the Society. They shall preside at all meetings of the board and of the Society. They shall ensure that the bylaws of the Society are enforced, and shall perform all other duties that may be assigned from time-to-time by the board. They will sit on the nominating committee.

8.2 Vice or co-president: The vice president or junior co-president shall act as assistant to the senior co-president and, in their absence assume the duties and exercise the authority of the senior co-president. They shall have such specific duties as may be prescribed by the board and may chair the nominating committee.

8.3 Past president: The immediate past president shall act as parliamentarian and special resource person to the board generally and the co-presidents specifically, and will sit on the nominating committee.

8.4 Secretary: The secretary shall attend and keep minutes of all meetings of the Society and the board, and be responsible for sending of all necessary business notices.

8.5 Treasurer: The treasurer shall have charge of all funds of the Society and shall deposit them in a financial institution approved by the board. Out of such funds, they shall pay amounts owing and keep a regular account of the income and expenditure of the Society and submit an interim statement thereof signed by the co-presidents and treasurer, for presentation to the Annual General Meeting covering the year's financial transactions, in a format accepted by the general accounting principles, or at any other time required by the board and such other dates as maybe assigned by the board.

## **Part 9. Signing Authorities**

9.0 Signing Authorities: The president and vice president or co-presidents shall, with the treasurer, sign all written contracts and obligations, which have been approved by the board. Cheques of the Society may be signed by any two of the following: the president or senior co-president, the treasurer or the vice president or junior co-president.

## **Part 10. Committees and Appointments**

10.1 Appointments: The board of directors at the first regular meeting after the close of the AGM shall appoint such committees as the board of directors deems necessary to carry on the business of the Society, and may delegate to any such committee as much of its authority as it desires. Terms of Reference shall be furnished to each committee chair.

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10.2 Reporting: In addition to reporting on a regular basis, each committee Chair shall submit a written report to the president no later than three weeks preceding the Annual General Meeting. This report will also include a full contact list of volunteers, sponsors and other stakeholders involved with the committee in any capacity.

### **Part 11. Seal**

11.1 The directors may provide a common seal for the Society, and they shall have power from time-to-time to destroy it and substitute a new seal in place of the seal destroyed.

11.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of the co-presidents and treasurer.

### **Part 12. Borrowing Power**

12.0 Borrowing powers shall not be permitted.

### **Part 13. Whistler Legacy Fund**

13.1 Contingency: To sustain the operations of the chapter for up to three months, a contingency fund has been set up from the proceeds of the 2001 National Society conference in Whistler. To access or disburse monies from this fund requires 75% approval by all voting members of the board of directors.

13.2 Foundation Fund: The Victoria Foundation administers a CPRS-Vancouver Island Legacy Fund on behalf of the chapter for the purpose of advancing the profession. The annual disbursement from the Fund will be distributed as determined by the board, with consideration for the following direction:

- \$1000 for a student bursary
- Approximately 50% to sponsor a member to attend the National Society conference
- Approximately 25% to the purchase of professional resource materials such as books, periodicals, online resources and subscriptions, etc.

13.2.1 This fund is administered by a committee of the board with the treasurer serving as the board liaison.

13.3 Professional Development Fund: This fund was created with the proceeds received from the proceeds of the 2012 National Society Conference in Victoria. It is administered by the Board and is used to provide funds for member professional development.

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Each year, the Board may vote to disburse funds from the Professional Development Fund to be used to support a professional development event for CPRS-VI members. Any decision to disburse funds requires a 75% approval by all voting members of the Board of Directors.

Each year, a minimum of 25 per cent of available surplus funds in the operating budget left at the end of the fiscal year are to be directed to the Professional Development Fund.

### **Part 14. Annual Financial Statements**

14.1 The books, accounts and records of the treasurer shall be maintained by a professional bookkeeper and reviewed at least once a year by a member who is not serving on the current board. A complete and proper set of financial statements for the previous fiscal year shall be submitted by the treasurer to the president or co-presidents.

14.2 The books and records of the Society may be inspected by any member of the Society in good standing at the first meeting following the Annual General Meeting provided for herein, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the board shall, at all times, have access to such books and records.

### **Part 15. Bylaws**

15.1 Copies to members: On being admitted to membership, a member is entitled to, and the Society shall give them, without charge, a digital or paper copy of the constitution and bylaws of the Society. Issuance shall be the responsibility of the membership committee.

15.2 Amendments: The bylaws may be added to, repealed or amended at any general meeting of the Society by a vote of 75 percent of all the voting members in good standing present, provided that the text of a proposed addition, repeal or amendment has first been reviewed by the board, and that a copy has been communicated to each member of the Society not less than 14 days prior to the meeting at which action shall be taken thereon.