

# **The Canadian Public Relations Society (Manitoba) Inc.**

## **Chapter 1 By-Laws**

### **Article I - Name and Location**

#### **NAME**

1. The names of the organization shall be the Canadian Public Relations Society (Manitoba) Inc., [Société canadienne des relations publiques (Manitoba), Inc.], hereinafter referred to as The Society.

#### **LOCATION**

2. The office of The Society shall be situated in the City of Winnipeg, in the Province of Manitoba, Canada, at a place therein where the business of The Society may from time to time be carried on.

#### **AREAS OF JURISDICTION**

3. The business of The Society is restricted to the geographical boundaries of the Province of Manitoba.

### **Article II - Aims and Objectives**

#### **AFFILIATION - THE NATIONAL SOCIETY**

1. The Society shall be a member body of the national body incorporated under the provisions of the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time, under the name of the Canadian Public Relations Society Inc., (La Société canadienne des relations publiques, Inc.), hereinafter referred to as The National Society.

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## **AIMS AND OBJECTIVES**

2. As Canada's leading public relations and communications management association, we serve our members and advance our profession by providing career-enhancing accreditation, professional development, educational and networking programs, national member services and benefits and collaboration with professional associations in other countries to raise standards, share knowledge, strengthen the professional community and advocate public relations in the public interest.

## **Article III - Membership**

### **MEMBERSHIP**

1. Membership in The Society shall be open to individuals only, and shall be unlimited as to numbers.

### **CATEGORIES OF MEMBERS**

2. There shall be two categories of members in The Society. These shall be called Voting Members, each of whom shall be entitled to one vote at a meeting of the Members, and Non-Voting Members, each of whom, subject to any express exceptions provided in the Act, shall not be entitled to vote at a meeting of the Members.

### **ADMISSION AND ELIGIBILITY**

3. To become a Voting or Non-Voting Member, the applicant shall fulfill the requirements as set out in Article III of the National Society By-laws, Part IV of the National Society Regulations (2012 Rev on 25.5.12) as well as the regulations of The Society.
4. The eligibility requirements for entry into The Society shall comply in every detail with the eligibility requirements established by, and in effect for, the National Society or The Society, dependant on the membership status sought.

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### **ADMISSION PROCEDURE**

5. Admission to the National Society shall be by approval of its Executive Director, with the exception of student member applications, which shall be approved by The Society's Membership Director and Board of Directors.

### **RIGHT OF APPEAL**

6. An applicant or a concerned Society member may appeal the Executive Director's decision to the Board of the National Society.

### **RESIGNATION & EFFECT OF TERMINATION OF MEMBERSHIP**

7. Members may resign at any time by notifying The Society in writing. Membership fees will not be refunded in whole or in part, nor carried forward.
8. Subject to the articles, upon any termination of membership (by expulsion, resignation or otherwise), the rights of the Member including any rights in the property of the Corporation, automatically cease to exist.

### **CHANGE OF OCCUPATION**

9. Members who voluntarily leave the field of public relations may retain all rights and privileges of membership for the duration of their current membership, but lose their right to vote, or to hold office in The Society during the period that they are not employed full-time in public relations.

### **PROFESSIONAL CONDUCT & DISCIPLINE OF MEMBERS**

10. All Members shall comply with the Code of Professional Standards, which shall set out the conduct expected of Members.

The National Society Board of Directors has the authority under Article III, Section 4 of the National Society By-laws, to suspend or expel any Member for any one or more of the following grounds:

- a) violating any provision of the Articles, By-laws, the

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Code of Professional Standards or written policies of The Society or The National Society;

- b) carrying out any conduct which may be detrimental to The Society or The National Society as determined by the Board of Directors in its sole discretion; and
- c) for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of CPRS.

## **Article IV - Membership Dues**

### **DUES PAYMENT**

1. In order to remain a member in good standing, each member is required to pay annual dues to The National Society within the time period set out in The National Society Regulations, or to The Society, as the case may be, depending on the corresponding membership status.

## **Article V - Officers and Directors**

### **OFFICERS AND DIRECTORS**

1. The business of the Society shall be vested in a Board of Directors consisting of the President, Vice-President, Past-President, Secretary, Treasurer (Officers) and a panel of Directors whose numbers will be in concert with the functions that are determined by the officers as being necessary to the completion of the Society's business. Board Members who are not Directors and serve in any other capacity can provide input, but do not vote on the Society's business matters.

### **TERMS OF OFFICE**

2. Officers: Past President, President and Vice President will be elected by the membership for a term of two (2) years and the Secretary, Treasurer and Directors for a term of one (1) year. Notwithstanding the foregoing, the President shall appoint Directors to fill out the terms of any Director or Directors who may resign or who are otherwise unable to complete their terms of office.

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## **REMOVAL**

3. Any Officer or any Director may be removed from his or her post by a vote of not less than two thirds of the members present at the Annual General Meeting or any Special General Meeting of The Society.

## **CONFLICT OF INTEREST**

4. On any matter before the Board or a committee, if any person has a real, potential or perceived conflict of interest, it must be declared to the Board or committee through the President. The person in a real, potential or perceived conflict shall refrain from influencing others on the matter prior to the meeting, shall not speak to the matter at meetings and shall abstain from voting on the matter. Board Members and committee members shall act in accordance with the Society's Conflict of Interest Policy, which may be amended from time to time.

## **DUTIES OF OFFICERS**

### **PRESIDENT**

5. a) The President shall be Chief Executive Officer of The Society and shall preside over meetings of The Society and the Board of Directors. The President shall see that the by-laws of The Society are observed and shall be an ex-officio member of all committees.

### **VICE PRESIDENT**

- b) The Vice President shall be responsible to the President for all standing Committees, and in the absence of the President, shall assume and exercise the authority of the President.

### **TREASURER**

- c) The Treasurer shall be responsible for the finances of The Society, and shall present a statement of finances at the Annual General Meeting of the Society covering other such statements from time-to-time as requested by the Board of Directors.

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## **SECRETARY**

d) The Secretary shall be responsible for the secretarial work of The Society, the safekeeping of The Society's records and membership files, the keeping of minutes at meetings, the conducting of correspondence, and the issuing of notices of meetings.

## **REMUNERATION**

6. Officers and Directors shall receive no direct or indirect remuneration for their services.

## **SIGNING AUTHORITIES**

7. a) The President shall, with the Treasurer or Secretary, sign all written contracts and obligations, which have been approved by the Directors.  
b) Signing authority for financial disbursements of The Society shall be vested in the President, Vice President and the Treasurer, any two of whom shall sign for such disbursements.

## **Article VI - Committees**

### **STANDING COMMITTEES**

1. a) The President may, with the approval of the Board of Directors, establish such Standing Committees as are deemed necessary for the operation of The Society and which are formed to carry out the aims and objectives of the Society.

### **OTHER COMMITTEES**

b) Other committees or task forces may be established from time-to-time in order to perform specific functions under terms of reference set out by the Board of Directors.

### **CHAIRPERSON APPOINTED**

c) The Chairpersons of committees and task forces shall be appointed by the President and may be chosen from the Board of Directors. Such appointments are revocable at any time, at

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the discretion of the President.

#### **MEMBERS APPOINTED**

d) The Chairperson of any committee or task force may appoint or revoke the appointment of any member of such committee or task force, except where members have been directly appointed by the Board of Directors, in which case the President on the direction of the Board of Directors has the power to revoke the appointment.

#### **REMUNERATION**

e) The Chairperson and members of committees or task forces shall receive no direct or indirect remuneration for their service.

#### **COMMITTEE QUORUMS**

2. The majority of the members of a committee shall constitute a quorum.

#### **EXPENDITURES**

3. Committees and task forces must prepare a budget providing for all anticipated expenditures and for any anticipated revenue for all activities proposed to be carried out, by or through the committee or task force, to be submitted to the Board of Directors for consideration and approval. Proposed expenditures arising outside the budget must be referred to the Treasurer, for consideration and approval by the Board of Directors.

### **Article VII - Meetings**

#### **BOARD MEETINGS**

1. The Board of Directors shall meet *at least* once every two months from September until June for the normal transaction of the business of The Society.

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### **SPECIAL MEETINGS**

2. Special Meetings of the Board of Directors may be held upon the request of any three (3) members of the Board. Such meetings, when requested, shall be called within fourteen (14) days of the receipt of such request by the President.

### **BOARD QUORUM**

3. Any Officer of The Society, with a majority of the Directors, shall constitute a quorum. A simple majority shall call all votes.

### **NOTICE OF BOARD MEETINGS**

4. Notification of all meetings of the Board shall be given by the Secretary at least three (3) days prior to the date of the meeting.

### **REGULAR MEETINGS**

5. Regular meetings of The Society shall be held during each fiscal year, at times and places to be decided by the Board of Directors.

### **ANNUAL GENERAL MEETING**

6. The Annual General Meeting of The Society shall be held no later than eight weeks after the end of The Society's fiscal year, at a time and place to be decided by the Board of Directors, for the receiving of reports, the election of Officers and Directors, and transacting of such other business of The Society as may be properly brought to it.

### **SPECIAL GENERAL MEETING**

7. A Special General Meeting of The Society may be held at any time at the call of the President, or on the written request of not less than twenty-five (25) per cent of the Voting Members of The Society, for the consideration of particular business set forth in the notice of the meeting. Such Special General Meetings shall be held within thirty (30) days of the receipt of the aforementioned written request, at a time and place to be designated by the President.

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## **NOTICE OF ANNUAL GENERAL MEETING**

8. Notice of the Annual General Meeting shall be mailed or electronically transmitted as appropriate, to the last known address of each member at least twenty-one (21) days in advance of the date determined.

## **QUORUM OF ANNUAL GENERAL MEETINGS OR SPECIAL GENERAL MEETINGS**

9. A quorum for any Annual General Meeting or for any Special General Meeting shall be not less than twenty-five (25) per cent of the voting members of the Society. No motion shall be carried at any Annual General Meeting or Special General Meeting, unless it receives a majority of the votes cast, except for an amendment to by-laws, which requires a two-thirds majority to be carried.

## **Article VIII - Nominations and Elections**

### **NOMINATIONS**

1. Only a Voting Member in good standing shall be eligible for election as an Officer or Director of The Society.
2. A call for nominations must be sent to all members of The Society at least forty-five (45) days before the Annual General Meeting.

### **NOMINATION BY VOTING MEMBERS**

3. Nominations for election of Officers or Directors may be made by any Voting Member of the Society in writing provided the nominee is willing to stand for election, and must be submitted to the Nominating Committee at least thirty (30) days prior to the Annual General Meeting.

### **NOMINATING COMMITTEE**

4. Nominations of members as Officers or Directors shall be submitted to the Nominating Committee composed of the Past-President, the Vice-President and President, or any board

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member who can act their place. The committee's approved slate of candidates shall be presented to the Secretary at least twenty-five (25) days prior to the date of the Annual General Meeting.

#### **NOMINATION LIST MAILING**

5. The slate of those persons nominated by the Nominating Committee for election as Officers or Directors, plus a copy of Article VIII of these by-laws, shall be mailed or transmitted electronically to all members of the Society at least fourteen (14) days prior to the Annual General Meeting. This mailing or electronic transmission shall also contain a proxy form permitting the voting member to assign his/her vote to an alternate voting member.

#### **ELECTIONS**

6. Elections for the Board of Directors will take place at the Annual General Meeting. The vote shall be taken on the entire list as submitted.

#### **VOTING BY BALLOT**

7. When a number of persons are nominated for the position of an Officer of the Society or the vacant positions of Director, an election shall be held. A ballot shall be prepared by the Secretary containing a list of nominees for each contested position. One copy of the ballot shall be given to each Voting Member in attendance at the Annual General Meeting. At the time prescribed on the agenda, the ballots shall be marked and passed to the committee of three (3) scrutineers (who will be appointed by the Secretary prior to the meeting) for the purpose of tabulation. The scrutineers will include all properly executed votes by proxy when tabulating results.

#### **SCRUTINEERS REPORT**

8. The report of the scrutineers shall be made prior to the adjournment of the Annual General Meeting, at a time determined by the President.

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## **ASSUMPTION OF OFFICE**

9. The newly-elected Officers and Directors shall be introduced to the Annual General Meeting by the retiring President, at which time the new President, Officers, and Directors shall assume the duties of their offices.

## **Article IX - Fiscal Year**

### **FISCAL YEAR**

1. The fiscal year of the Society shall conform to the fiscal year established by the National Society.

### **ANNUAL REPORT**

2. An external auditor, or auditors, may be appointed by a resolution of the Annual General Meeting. The external auditor, or auditors, shall conduct an audit of the accounts of The Society for the fiscal year for which the appointment is made.

## **Article X – Dissolution**

1. In the event the Society is dissolved or discontinued, after payment of all indebtedness of the Society, the remaining rights, title, interest, property or other assets shall belong to the National Society.

## **Article XI - Amendments**

### **AMENDMENTS TO BY-LAWS**

1. The By-Laws of the Society may be amended, or repealed, or increased in number at any Annual General Meeting, or at any Special General Meeting called for that purpose, provided that a notice of intent and details of the proposed changes are provided in the notice calling the meeting. Proposals for changes in the Society's By-Laws may be made by any Voting

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Member of the Society, provided that such proposals have been submitted to the Board of Directors for consideration at least sixty (60) days prior to the date of the Annual General Meeting or any Special General Meeting.

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