

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., [La Société Canadienne des Relations Publique (Manitoba) Inc.], hereinafter referred to as AThe 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 Part II of the Canada Corporations Act, under the name of the Canadian Public Relations Society Inc., (La Société Canadienne des Relations Publiques, Inc.), hereinafter referred to as AThe National Society.≡

AIMS AND OBJECTIVES

Amendments For 2006 AGM

BY-LAWS

- 2 The aims and objectives of The Society and its individual members shall be:
 - a) To act in the public welfare in the practice of public relations;
 - b) To establish high standards of public relations;
 - c) To advance the knowledge, skill and competence of the members;
 - d) To promote sound training and education in public relations; and,
 - e) To abide by the National Society=s Declaration of Principles and ethics of professional conduct.

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 and Non-Voting Members.

VOTING MEMBERS

- 1) Voting Members may be designated as:
 - / Accredited Members
 - / Members
 - / Individual Members
 - / Life Members

To become a Voting Member, the applicant shall fulfill the requirements as set out in Sections 4.2.1 through 4.2.4.2. of the National Society Regulations (Oct 1997). Member eligibility requires that the applicant be employed in the practice of public relations, or be employed in the teaching or administering of a Member Society recognized public relations course.

| Accredited Members are those members granted accreditation by the National Council on Accreditation.

| *Individual Members* are persons living and working outside the geographical area of any member Society and who request membership as an Individual Member.

| *A Life Members* Are Voting Members who have made an outstanding contribution to the advancement of The Society in particular and to public relations in general, and who are recognized by the Society for their efforts.

NON-VOTING MEMBERS

2) Non-Voting members shall be designated as:

- / Associate Members
- / Inactive Members
- / Retired Members
- / Affiliate Members
- / Interim Members
- / Student Members

The first three of these categories are members of the National Society, and the latter three, members of The Society (Manitoba).

NATIONAL SOCIETY MEMBERS (NON-VOTING)

An *Associate Member* must have completed a recognized course in relation to the public relations function within their employing organization. The status of Associate Member shall be granted for one year to those engaged in full-time public relations, and fulfilling the requirements of the national regulations, following which, the person shall become a Voting Member.

Voting Members may apply for transfer to *Inactive Member* status, providing they have been members in good standing for not less than three (3) years and have withdrawn from full-time practice of public relations.

Voting Members may apply for *Retired Member* status providing they have been members in good standing for not less than ten (10) years, of which not less than five (5) years have been as a Voting Member, and they have withdrawn from full-time employment as a public

relations practitioner.

SOCIETY MEMBERS (NON-VOTING)

Affiliate Members are those who do not live within the geographic boundaries of the Society, but are actively engaged in public relations and who would benefit from the fellowship, information and other services provided by a peer group, but whose location does not allow regular attendance at functions of The Society.

Interim Member are persons who have graduated from a recognized program in public relations and are now entering, or are seeking to enter, the field of public relations in Manitoba, and who could benefit from the fellowship, information and services provided by The Society.

The membership shall be granted for a period not exceeding one full year.

Student Members are those persons enrolled in a recognized course in public relations and who could benefit from the fellowship, information and services provided by The Society. Student Members may convert their membership to Interim Membership status when appropriate.

ELIGIBILITY

3. 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.

MEMBERSHIP APPLICATION FORMS

4. The candidate's application for membership shall be made on the form designated for this purpose.

ADMISSION PROCEDURE

5. The Membership Chairperson shall review the qualifications and application of any candidate. When there is consideration being given to denying membership, the membership Chairperson shall present the application to the Board of Directors of The Society for consensus denial or approval of membership.
Once forwarded to the national Society, each accepted application for National Society membership status, will be assessed according to current approval practices.

REFUSAL

6. The Manitoba Society and the National Eligibility Committee have the equal right to reject an applicant after fair and reasonable consideration.

RIGHT OF APPEAL

7. An applicant or a concerned Society member may appeal the National Eligibility Committee's decision to the Board of the National Society. The applicant may also appeal The Society's decision to the Board of Directors.

RESIGNATION

8. A member may resign from The Society at any time by notifying The Society in writing.

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.

REVOCATION OF MEMBERSHIP

10. In accordance with The Society=s Article II Paragraph 2e, members who fail to adhere to the letter and spirit of the CPRS Code of Professional Standards shall be dealt with in accordance with the procedure detailed in CPRS Regulations Part 2 Principles and Standards under the section titled Professional Standards, and under Item 4.13, Obligation of Membership.

Article IV - Membership Dues

DUES PAYMENT

1. In order to remain a *Amember 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, dependant upon the membership status sought.

ARREARS

2. Where a member's dues are in arrears, action may be taken to remove that member from the registry, consistent with procedures established in the regulations of the National Society, or of The Society, dependant on the person=s 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, Past President, President Elect, Vice President, Treasurer, Secretary (Officers) and a panel of Directors whose numbers will be in concert with the functions that are determined by the President as being necessary to the completion of The Society's business.

AMENDMENT: The business of the Society shall be vested in a Board of Directors consisting of the President, Past President, Vice President, Treasurer, Secretary (Officers) and a panel of

Directors whose numbers will be in concert with the functions that are determined by the President as being necessary to the completion of The Society's business.

TERMS OF OFFICE

2. Officers: Directors of the Society shall be elected by the membership at the Annual General Meeting for a term of one 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.
3. **AMENDMENT:** Officers: Past President, President and Vice President will be elected by the membership at the Annual General Meeting for a term of 2 years and the Secretary and Treasurer for a term of 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.

MAXIMUM TERM OF OFFICE

4. No person shall hold any single elected office for a period exceeding three consecutive years, and no person should serve on the Board of Directors for more than five consecutive years.

AMENDMENT: No person shall hold any single elected office for a period exceeding two consecutive years, and no person should serve on the Board of Directors for more than eight consecutive years.

REMOVAL

5. 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.

DUTIES OF OFFICERS

PRESIDENT

1. 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 bylaws of The Society are observed and shall be an ex-officio member of all committees.

PRESIDENT ELECT

2. The President Elect 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.

AMENDMENT: Delete position of President Elect and give assigned duties to Vice President.

Vice President

3. The Vice President shall be responsible for those duties assigned by the President and in the absence of the President and President Elect, shall assume and exercise the authority of the President.

AMENDMENT: 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

4. 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 shall be requested by the Board of Directors.

SECRETARY

5. 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, President Elect, and the Treasurer, any two of whom shall sign for such disbursements.

AMENDMENT:

- 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.

CHAIRMAN 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 the discretion of the President.

MEMBERS APPOINTED

d) The Chairman 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.

REMUNERATION

e) The Chairman 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 for the normal transaction of the business of The Society.

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 25% 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.

NOTICE OF ANNUAL GENERAL MEETING

8. Notice of the Annual General Meeting and a voting proxy form 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. In the event of a disruption in postal service, electronic means and/or a telephone notification will suffice.

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 25% 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 a constitutional amendment, 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.

NOMINATING COMMITTEE

2. Nominations of members as Officers or Directors shall be made by a Nominating Committee appointed by the Board of Directors. It shall be composed of a Past President and at least two Voting Members who are not members currently *servng* on the Board of Directors. The report of this committee shall be presented to the Secretary at least thirty (30) days prior to the date of the Annual General Meeting.

NOMINATION LIST MAILING

3. The list of those persons nominated by the Nominating Committee for election as Officers or Directors, plus a copy of Article VIII of these bylaws, shall be mailed or transmitted electronically to all members of the Society at their last known mailing address at least twenty-one (21) days prior to the Annual General Meeting.

NOMINATION BY VOTING MEMBERS

4. Nominations for Election of Officers or Directors may also be made. Such nominations must be signed by at least two Voting Members of the Society, must be in writing, must be signed by the nominee indicating a willingness to stand for election, and must be submitted to the Secretary at least ten (10) days prior to the Annual General Meeting.

ELECTIONS

5. When no nominees other than those on the list submitted by the Nominating Committee are presented to an Annual General Meeting, the vote shall be taken on the entire list as submitted.

VOTING BY BALLOT

6. 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 scrutineers (who will be appointed by the Secretary prior to the meeting) for the purpose of tabulation.

SCRUTINEERS= REPORT

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

ASSUMPTION OF OFFICE

8. 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 - 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 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.