IABC Asia-Pacific Bylaws

May 2015

PREAMBLE

The IABC Asia-Pacific (APAC) Region fully supports the vision, mission, philosophy and purpose of the International Association of Business Communicators (hereinafter “IABC”) as set out in the Association’s bylaws.

Region activities and functions shall comply with IABC bylaws, policies, procedures and the IABC Code of Ethics for Professional Communicators.

The Region supports IABC by serving the Region’s members, primarily by providing governance, administrative, support and development functions to chapters, chapter leaders and members at large.

ARTICLE 1. NAME AND LOCATION

Section 1. Name.
The name of this organisation is the International Association of Business Communicators Asia-Pacific Region, hereinafter referred to as the Region or IABC APAC or the IABC Asia-Pacific Region.

Section 2 - Affiliation
IABC Asia-Pacific is a Region of the International Association of Business Communicators (the Association, or IABC), with headquarters in the USA.

Section 3. Location.
   a) The Region is defined by IABC and includes all countries and territories in Asia, Oceania and the Pacific, except for those included in other IABC regions.
   
   b) Region countries and territories include, but are not limited to, Australia, New Zealand, Philippines, Singapore, India, Hong Kong, China, Malaysia and Japan.

ARTICLE 2. MISSION

IABC Asia-Pacific supports the IABC mission by providing governance, administrative, support and development opportunities for Chapters, Chapter leaders and Members at Large to promote region growth and foster links across the region and the IABC Executive Board through the IABC Council of Regions.
ARTICLE 3. MEMBERSHIP

Section 1. Qualification.
   a) Membership in this Association shall be composed primarily of professionals who value ethical, effective, efficient communications in their business practices.

   b) All IABC members, as defined by IABC bylaws, living within the Region’s boundaries are part of this Region. These include chapters, chapter members and members-at-large.

Section 2. Member Rights.
   a) Voting rights are reserved for Members of the region.

   b) Regular Members are entitled to attend and observe all meetings of the Association in the region and meetings and sessions of all boards, committees, task forces, work groups and other subgroups. However, no Regular Member is entitled to address, interrupt or otherwise participate in such meetings without the express invitation of either the Chair or group leader, or the consent of the majority of the board, committee or group holding the meeting. The Region and its Chapters and other subdivisions may establish fees for some meetings.

   c) Regular Members are not entitled to attend closed sessions of the Regional Board or any other governing group that have been closed in accordance with law, IABC policy or IABC bylaws.

Section 3 - Duration of Membership; Resignation and Removal
   a) Membership is effective during the period for which dues have been paid.

   b) Any member may resign by filing a written resignation with IABC Headquarters. All rights, privileges and interest of a member in or to the Association shall cease on termination of membership. No dues will be refunded to any Member whose membership terminates for any reason.

   c) Any member may be removed from membership by the Region Board by a two thirds-vote. For any cause other than non-payment 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 such termination. That member will have at least 15 days to respond in writing to IABC APAC Region for submission to the Region Board, which will then make a determination. The termination may be appealed to the IABC Executive Board within 30 days of notice of termination. No dues shall be refunded.

ARTICLE 4. DUES

Section 1. Establishment of Dues
International dues are established and paid in accordance with IABC policy. All Regular Members may also pay applicable Region and Chapter dues.
Section 2. Region Dues
Region dues are as established by IABC Headquarters unless changed by unanimous vote of the Executive Board of IABC Asia-Pacific.

Section 3. Refunds
No dues shall be refunded to any member whose membership terminates for any reason.

Section 4. Cancellation
Members who fail to pay their dues within two months after they are due shall be notified and thereupon forfeit all rights and privileges of membership.

ARTICLE 5. ORGANISATIONAL STRUCTURE

Section 1. Administrative Year.
The Region’s administrative year shall begin when the incoming Region Board and officers begin their terms and shall end when the next Region Board and officers begin their terms the subsequent year.

a) This is likely to be from 1 July to 30 June to align with other IABC regions and the International Executive Board administrative year.

Section 2. Chapters.
a) Chapters are groups of members meeting the requirements of and chartered by the IABC Executive Board, are affiliated with IABC and are bound by its bylaws, policies, procedures and the IABC Code of Ethics for Professional Communicators.

b) Chapters may organise themselves to serve their members in any appropriate manner that does not contravene IABC bylaws, policies, procedures or the IABC Code of Ethics for Professional Communicators.

c) Chapters must remain in good standing as defined by IABC bylaws, policies and procedures. The Region Board may, by a two-thirds vote, revoke a Chapter’s charter, as outlined in IABC policy. If the Region Board votes to dissolve a Chapter, this action is recommended to the IABC Executive Board for confirmation.

Section 3. New Chapters.
a) Application for New Chapters. A group of Regular Members, meeting the requirements in IABC’s bylaws and policies, may apply to the Region Board for affiliation as an IABC Chapter. Upon approval, the Region Board shall recommend the New Chapter to the IABC Executive Board for approval.

Section 4. Region
a) The Region shall organise itself to serve its members in any appropriate manner that does not contravene the bylaws, policies, or rules of IABC, or the IABC Code of Ethics for Professional Communicators.
b) The Region shall remain in good standing, as defined by IABC Bylaws, policies, and rules.

Section 5. Affiliate Organisations.
The Region Board may recommend to the IABC International Executive Board an Affiliate organisation whose interests, objectives and activities are compatible with IABC.

Section 6. Disciplinary Action.
Any Chapter that fails to comply with IABC bylaws, policies, procedures or the IABC Code of Ethics for Professional Communicators may be subject to disciplinary action by a two-thirds vote of the Region Board. Any disciplinary action taken by the Region Board would be reported to the IABC Executive Board for review and sanction, as provided in IABC policy.

ARTICLE 6. MEETINGS

Section 1. Annual Meeting.
a) The Region shall conduct an Annual General Meeting (AGM) in June each year for election of Region Board members and officers and to conduct Region business.

b) All Regular Members of the Region shall be eligible to vote on Region issues.

c) The AGM may be held virtually to accommodate geographic constraints of the region.

d) Advance electronic voting may be available to encourage greater member participation in Region governance.

Section 2. Notice of Annual Meeting
a) All Regular Members shall be sent written notice 14 days in advance of the Annual General Meeting. The notice shall include the time, location (including virtual) and purpose of the meeting and a list of nominees for officer and Region Board positions.

b) Notice shall be sent by mail or any means of electronic or any other form of transmitted or recorded communication, provided the Region Chair has consented to such method of notification.

Section 3 - Special Meetings
a) The Board may call special meetings of the membership at any time by sending written notice.

b) A special meeting of the membership shall be held no less than 30 days after presentation of a request for such a meeting, delivered to the Secretary or Chair and signed by at least 50 percent of the total voting membership.
Section 4. Voting.
   a) Those eligible to vote at the Annual General Meeting shall be Members of the region. Student members shall not be eligible to vote.

   b) Each Regular Member shall have one vote.

   c) In the event of a tie the Region Chair shall have the casting vote.

   d) When any law or these bylaws require a measure to be approved by two-thirds of those voting, the measure must be approved by two-thirds of the Members voting. Measures requiring a simple majority may be approved by a majority of the Regular Members voting.

   e) Voting on all matters, including amendment of bylaws and the election of the Region Board directors or officers, may be conducted by any means allowable by the Association, including mail, video conference, e-mail or any other electronic means.

   f) In some exceptional circumstances proposals and board confirmation may be referred to the IABC International Executive Board (IEB) for final approval.

Section 5. Postponement.
The Region Board may, by a two-thirds vote, postpone any Annual General Meeting.

Section 6 - Cancellation
The Executive Board may, by a majority vote, cancel or postpone any meeting of the Region for cause, except those called by a quorum of the membership.

ARTICLE 7. REGION BOARD

Section 1. Authority and Responsibility.
   a) The Region Board shall:

      i. have supervision, control and direction of the affairs of the Association in the Region
      ii. shall determine its policy or changes therein within the limits of these bylaws
      iii. uphold the IABC Code of Ethics for Professional Communicators
      iv. actively pursue the Association’s mission, and supervise disbursements of funds.

   c) The Region 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 the IABC Executive Committee or to other committees or persons.

   d) The Region Chair may, at his or her discretion, assign special projects to members and designate their duties and responsibilities. Members managing
special assignments shall, with the consent of the Region Board, form committees, work groups or task forces of any size as necessary to accomplish their duties. Any such committee, work group or task force members shall be selected under guidelines adopted by the Region Board and in accordance with IABC bylaws.

e) Operational Responsibilities. Region Board officers and directors shall exercise the operational authorities and responsibilities as defined in Article 12, Section 4 of the Association bylaws.

Section 2. Region Board Composition.

The Region Board shall consist of:

• an Executive Committee who may act on behalf of the Board between Board meetings and have primary responsibility for the strategic direction of APAC. The Executive Committee comprises:
  o Chair
  o Past Chair
  o Vice Chair
  o Secretary-Treasurer

and

• Directors-at-large responsible for specific portfolios:
  o Communication
  o Chapter Development/Member-at-Large Outreach
  o Professional Development and Recognition.

The Vice Chair may lead or supervise one of the portfolios.

The Region Chair may appoint other Regular members to the Board for a specific purpose, including additional Directors-at-Large with or without portfolio responsibility, subject to Region Board approval.

Section 3. Quorum.

a) A quorum of the Region Board shall consist of a majority of its members. If a quorum is not present, the meeting may proceed and any action taken shall become valid if subsequently confirmed in writing of the Region Board directors and officers. A simple majority of those voting shall suffice, except where otherwise required under these bylaws.

b) With permission of the Region Board Chair, Region Board members may participate in any meeting of the Region Board or any committee of the Region Board by means of video conference, telephone, or other similar communications 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 4. Region Board Meetings.
   a) Meetings of the Region Board. The Region Board shall meet no less than three
times during each Administrative Year at such time and at such place as the
Region Board Chair may prescribe.

   b) Special Meetings of the Region Board may be called by the Region Board Chair
or at the request of two-thirds of the Region Board directors and officers.

   c) Notice of Region Board meetings shall be given to Region Board directors and
officers not less than 14 days before the meeting is held. Notice of special
meetings shall be given to Region Board directors and officers not less than 72
hours before the meeting is held. Notice may be sent by email or any means of
electronic or other communication, provided the member has consented to such
method of notification.

   d) No alternative member or director may be designated to vote or debate on
behalf of, or otherwise take the place of, a director absent from any meeting of
the Region Board.

   e) No director who is unable to attend a meeting of the Region Board may grant a
proxy to another member of the Region Board or to any other member.

   f) In the event of a tie the Chair shall have the casting vote.

Section 5. Closed Session.
   a) The Region Board may, at its discretion and when required by IABC policy or
these bylaws, vote to hold closed sessions provided that the reason for the
closed session and the individual vote of each Region Board member to hold
the closed session are recorded in the minutes of the open session.

   b) The only persons entitled to be present during, or to review the records of, a
closed session are those entitled to vote there. Others who, although not
entitled to vote, are entitled or required under provision of IABC policy or these
bylaws to be present at the meeting, and those invited by the Region Board
Chair or with the consent of the Region Board.

Section 6. Compensation.
No member of the Region Board shall receive any salary or compensation for his or
her services as a Region Board member. In some cases Board members may be
reimbursed for some out-of-pocket expenses and travel costs, or may receive
scholarships and stipends, as agreed by the Board, and in alignment with Association
policy and procedure.

ARTICLE 8. REGION BOARD OFFICERS AND DIRECTORS

Section 1. Qualifications.
Regular Members in good standing shall be eligible for nomination for and election to
Region Board office, providing they meet bylaw requirements.
Section 2. Nominations.

a) The current Vice Chair automatically succeeds to Chair and the current Chair automatically succeeds to Past Chair.

b) The Nominating Committee shall nominate candidates for remaining Region Board positions.

c) Nominees may be drawn from submissions by any source, including self-nomination.

Section 3. Term of Office

a) The Chair shall serve a single one-year term, or until a successor is duly elected and qualified.

b) The Vice Chair shall serve a one-year term with automatic succession to Chair.

c) The Chair shall serve a one-year term with automatic succession to Past Chair.

c) The Past Chair will serve a one-year term and may be elected to a subsequent role as Director or Secretary-Treasurer.

d) The remaining Directors shall serve a one-year term and may be elected for subsequent consecutive terms, or to a different portfolio, including Vice Chair.

Section 4. Duties of Officers and Directors.

The officers of the Region Executive shall be a Chair, Vice Chair, Past Chair and Secretary-Treasurer. These officers shall perform the duties necessary to the office or as prescribed the IABC Executive Board, these bylaws, IABC policy and the parliamentary authority adopted by IABC.

Chair

• The Chair is the chief elected officer of the Region and will:
  • Exercise general supervision over executive affairs of the Region, and lead with integrity and ethical conduct
  • Preside at all Annual and Special Meetings of the Region
  • Preside at all Region Board meetings
  • Appoint and serve as an ex-officio member of all Region committees
  • Appoint all committee chairs, except as otherwise provided by these bylaws
  • Represent the Region at the IABC Council of Regions and other meetings
  • Help to ensure that all regional monies are managed responsibly
  • Represent or appoint a representative of the Region at meetings of other organisations and at public affairs.
Vice Chair (with automatic succession to Chair)
- The Vice Chair shall have duties assigned by the Chair and by these bylaws likely including the below:
- Represent/Act in the absence of the Chair
- Lead long-range planning activities/strategy development for the Region
- Oversee one of the programme portfolios of the Region
- Serve on the Region Nominating Committee
- Serve as an ex-officio of all standing committees.
- Help to ensure that all regional monies are managed responsibly
- Oversee the Professional Development/Recognition Chair, especially in delivery of awards and programming
- Receive all business cases requesting region funding and coordinate their consideration with the Finance Committee.

Past Chair (the previous year’s Chair)
- Carry out all duties as directed by the Chair to a high-standard, likely including the below:
- Duties as assigned by the Chair and by these bylaws
- Chair the Region Nominating Committee
- Lead identification and nomination of candidates for the Region Board
- Provide strategic counsel to the Exec and Board
- Help to ensure that all regional monies are managed responsibly
- Help identify members to participate on Region and International-level committees and work groups
- Work alongside the Chapter Development Director to facilitate chapter liaison responsibilities for each board member.

Secretary-Treasurer
- Carry out all duties as directed by the Chair to a high-standard, likely including the below:
- Serve as chief financial officer of the Region
- Duties assigned by the Chair and bylaws
- Prepare an annual budget for the region
- Prepare full and interim financial reports as directed by the Region Board
- Liaise with IABC Finance to help all region chapters meet their annual reporting requirements
- Ensure that all regional monies are managed responsibly and with the best interest of all Asia-Pacific members in mind
- Keep a record of all the proceedings of the Region
- Sign all certified copies of acts of the Region
- Maintain official Region record books, bylaws, policies, procedures, and other documents; prepare meeting notices and orders of business, maintain document management system
- Assist with administrative duties as assigned by the Chair
- Be responsible for the deposit, safekeeping, and disbursement of the funds of the Region
- Maintain records concerning receipts, expenditures, and assets of the Region

Directors-at-large responsible for programme portfolios
• Directors shall have duties assigned by the Chair and may establish committees, work groups or task forces to assist them in carrying out such duties.
• Each Director shall be the chair of relevant committees, work groups and task forces; keep records of their activities; report regularly to the Region Board on progress.
• Request funds (with business case) from the Region Board for activities.
• Serve as liaisons to appropriate IABC staff and committees, work groups and task forces.
• Portfolios may be added or deleted from the board by a two-thirds majority vote by the Region Board.

Director of Chapter Development/Members-at-Large Outreach
• Carry out all duties as directed by the Executive to a high-standard, likely including the below:
• Serve as lead liaison with all APAC chapters and members-at-large (to be supported by other Directors-at-Large).
• Advocate for chapters and members-at-large in all strategy and programming development.
• Serve as key point of contact for Members-At-Large in the region.
• Alongside the Professional Development and Recognition Director, help chapters to implement IABC programmes and initiatives like Global Certification and the IABC Academy.

Director of Communication
• Carry out all duties as directed by the Executive to a high-standard, likely including the below:
• Develop a communication strategy for the region.
• Coordinate all regional website, social media content and activity.
• Coordinate with IABC HQ communications to help deliver/tailor global content.
• Promote regional and international initiatives.
• Serve as primary chapter liaison for 1-2 chapters.

Director of Professional Development and Recognition
• Carry out all duties as directed by the Executive to a high-standard, likely including the below:
• Serve as subject matter expert and key advocate for Certification, the IABC Academy, and other global professional development initiatives (for example, World Conference and Leadership Institute) as well as regional initiatives/events.
• Lead all recognition and regional award initiatives.
• Serve as primary chapter liaison for 1-2 chapters.
• Recruit and Oversee additional volunteer leads as required. For example, event programming and regional awards.
Section 5. Qualifications for Office
Any Regular Member may be nominated for any Region office. However, only Regular Members in good standing shall be eligible for election to office, providing they meet Bylaw requirements.

Section 6: Officer and Director Election.
Officers and Directors shall be elected at the Region’s Annual General Meeting. The officers and directors shall take office upon ratification by a majority of Regular Members voting and hold office until replaced by their duly elected and qualified successors.

Section 7. Officer and Director Vacancies or Removal
a) Vacancies in any elective office or directorship shall be filled for the balance of the term by the Region Board at any meeting, in accordance with provisions in IABC policy.
b) The Region Board, at its discretion and following IABC policy, may, by two-thirds vote, remove any officer or director.
c) Any board member who misses three meetings in a year may be asked by the board to resign.

ARTICLE 9. REGION BOARD NOMINATIONS

Section 1. Nominating Committee Composition.
a) The Region Board Chair shall appoint a Nominating Committee consisting of the Past Chair, who chairs the committee; the Vice Chair, and other members selected by the Chair. These may include: Directors, Chapter and/or Member-at-Large Representatives, members of the IEB, members of other Region Boards

Section 3. Nominee Screening.
The Nominating Committee shall screen candidates under guidelines adopted by the Region Board, primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic and professional diversity, and shall present its slate to the Region Board for approval.

Section 4. Proxy.
No Nominating Committee member unable to complete their duties may self-select a proxy. The member must notify the Vice Chair and an alternate will then be selected.

Section 5. Nominee presentation
a) The Nominating Committee shall present its slate to the Executive Board for approval before member notification.
b) Members may express their approval or dissent of the slate by advance electronic voting or at the AGM. Nominees will be confirmed by a majority of members who vote.
Section 6. Member Notification
Notification of the approved slate shall be delivered to all Regular Members within the Region, along with notice of the Annual General Meeting at least 15 days before the Annual General Meeting.

ARTICLE 10. COMMITTEES

Section 1. Selection Criteria.
Committee, work group and task force members, however designated, shall be selected primarily on the basis of the competency criteria established by IABC, with consideration for geographic, demographic and professional diversity. Except as otherwise provided by these bylaws, the Region Board Chair shall appoint chairpersons of all committees, work groups and task forces, however designated.

Section 2. Standing Committees, Special Committees and Task Forces.
   a) The Region Board Chair shall appoint committees, subcommittees, task forces, work groups or advisory bodies, however designated, as are necessary and which are not in conflict with other provisions of these bylaws, and shall prescribe their duties.

   b) The Region Board may delegate to any such committee any of the powers of the Region Board, subject to any rules and procedures imposed from time to time by the Region Board.

   c) Committee members shall serve at the pleasure of the Region Board, without remuneration. All such committees, subcommittees, task forces, work groups or advisory bodies, however designated, shall be accountable to the Region Board as defined in IABC policy.

ARTICLE 9. FINANCE

Section 1. Authority.
The Region Board shall have supervision, control and direction of the receipts, expenditures and assets of the Region.

Section 2. Fiscal Year.
The fiscal year of the Region shall be adopted by the Region Board.

Section 3. Budget.
The Region Board shall adopt in advance of each fiscal year an operating budget covering all activities of the Region.

Section 4. Operating Reserve Fund.
The Region Board shall develop policies and shall retain or develop financial reserves it deems adequate to provide reasonable financial stability of the Region and continuity of Region operations. The amount of the Operating Reserve Fund shall be reviewed annually by the Finance Committee and ratified by the Region Board.

Section 5. Annual accounts
The accounts of the Region shall be prepared annually by chartered accountant or in accordance with IABC policy and procedures.

Section 6. Audit.
The accounts of the Region shall be audited at least every three years by a Certified Accountant, approved by the Region Board who shall provide a report to the Region membership and to IABC. The audit report shall be approved by a simple majority vote at the Region’s Annual General Meeting.

ARTICLE 10. OPERATIONS

Section 1. Parliamentary Authority.
Region meetings and procedures shall be regulated and controlled according to Roberts Rules of Order (Revised) for parliamentary procedure, except as otherwise provided by these bylaws.

Section 2. Policies.
   a) The Region and its members shall abide by the IABC Code of Ethics for Professional Communicators and by the bylaws and policies of the Region and of IABC.
   
b) The Region Board may establish rules, regulations and policies and may maintain a policy manual and/or Terms of Reference relating to governance, management, operation and administrative procedures of, and provision of services and conferring of honours, by the Region. These rules, regulations or policies shall in no instance contravene or be inconsistent with law, these bylaws or the rules, regulations or policies of IABC.

Section 3. Duties of Officers, Directors and Others.
Every director or officer of the Region, in exercising the powers and discharging the duties of a director or officer, shall act honestly and in good faith in the best interests of the Region and shall exercise the care, diligence and skill that a reasonable, prudent person would exercise in comparable circumstances.

Section 4. Non-discrimination.
The Region shall not accept an organisational unit that denies membership or membership privileges on the basis of race, ethnicity, colour, creed, religion, physical ability, gender, sexual orientation, age, national origin or language.

ARTICLE 11. AMENDMENT OF BYLAWS

   a) These bylaws may be amended by a majority of Regular members (including proxies) who vote as notified not less than 21 days in advance.
   
   b) In the absence of sufficient Region voting members the International Executive Board may confirm amendments.
   
   c) Amendments must receive approval of the Region Board prior to submission to
the membership for vote.

d) These bylaws and any amendments to them shall in no instance contravene IABC bylaws. In cases where there is a conflict, IABC bylaws and policy shall prevail.

ARTICLE 12. DISSOLUTION OF THE REGION

Section 1. Motion to Dissolve.
The Region can only be dissolved by IABC as set forth in IABC bylaws and policies.

Section 2. Dispersal of Funds.
The Region shall use its funds only to accomplish the mission specified in these bylaws; no part of said funds shall accrue to or be distributed to individual members of IABC. On dissolution of the Region, any funds remaining shall be transferred to IABC headquarters.

Approved with amendments by the IABC Asia-Pacific Board

DATE