

**BY-LAWS OF
THE CANADIAN PUBLIC RELATIONS SOCIETY (CALGARY)**

ARTICLE I		NAME, BYLAWS AND OFFICE LOCATION
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Name	1.1	The name of the organization is the Canadian Public Relations Society (Calgary), hereinafter referred to as the Calgary Society.
Registration	1.2	The Calgary Society is registered under the Societies Act of Alberta.
Bylaws and Regulations	1.3	The Bylaws and Regulations of the Calgary Society are the authoritative documents under which the Calgary Society operates.
Office Location	1.4	The mailing address for the Calgary Society shall be the post office box maintained by the Calgary Society, or the mailing address of the Secretary or Secretary-Treasurer or Treasurer. The Registrar of Companies for the Province of Alberta must be notified in the event the official mailing address chosen is that of the Secretary or Secretary- Treasurer or Treasurer.
ARTICLE II		DEFINITION
Definition	2.1	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.
ARTICLE III		MEMBERSHIP
Membership	3.1	The Calgary Society shall consist of individuals engaged in public relations work, who have met the Calgary Society and the National Society qualifications for membership to this society. There is no limit to the number of members who can belong to the Calgary Society.
Classification of Members	3.2	<p>There are two classes of Calgary Society members. Membership shall be classified as follows:</p> <ul style="list-style-type: none"> a) Voting Members, each of whom shall be entitled to one vote at a meeting of the Members, and b) Non Voting Members, each of whom shall not be entitled to vote at a meeting of the Members.

ARTICLE IV**DIRECTORS AND OFFICERS****Board of Directors**

4.1 The property and business of the Calgary Society shall be vested in a Board of Directors. The Board shall oversee the management of the Calgary Society and shall set its overall direction.

Powers of the Board

4.2 The Board shall have full power to administer business and affairs of the Calgary 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 casual vacancies on the Board.

Signing Officers

4.3 The President, President-Elect or the appropriate member of the Calgary Society's Board of Directors shall sign all written contracts and obligations that have been approved by the Board. The President, President-Elect or Treasurer or Secretary-Treasurer shall make all financial transactions in the name of the Calgary Society. Cheques made payable by the Board shall require two signatures consisting of any two members of the Executive Committee.

Executive Committee

4.4 There shall be an Executive Committee of the Board consisting of the President, Past President, President-Elect, Secretary and Treasurer or Secretary-Treasurer whose function will be to administer the business and affairs of the Calgary Society between Board meetings.

The Executive Committee shall determine the procedure for calling and holding its meetings and three members of the Executive Committee shall constitute a quorum. In the event of a tie in voting, the President shall cast the deciding vote.

ARTICLE V**ELECTIONS, APPOINTMENTS, VACANCIES AND TERM OF OFFICE****Election of Directors**

5.1 The Directors and Officers of the Calgary Society shall be elected in the following manner:

- a) The Board will be comprised of up to 12 voting Members and two to four non-voting Members, serving staggered terms. Members of the Board may be elected, if an election is required, or acclaimed.
- b) A minimum of 25 per cent of the Board positions must be held by Accredited members of CPRS.

- c) To maintain continuity on the Board of Directors of the Calgary Society, no greater than half of the Board of Directors positions shall be put forward for election in any given year.
- d) A vote for the election of Directors will only be held if there are more candidates than vacant positions; otherwise, incoming Directors shall be acclaimed.

Elections, if required, shall be conducted at the Calgary Society’s Annual General Meeting or by proxy. If an election is not required, confirmation of the new Directors shall be announced at the Calgary Society’s Annual General Meeting.

- d) Any vacancy on the Board may be filled by the Board of Directors by appointment, and the person so appointed will hold office for the remainder of the unexpired term.
- e) No member shall be eligible to hold office on the Board unless he or she has been a member in good standing for at least 12 months. This eligibility includes membership of other Member Societies of the National Society in the instance of a member moving from one city to another.

Election of Officers 5.2 The newly elected Directors shall meet under the chairmanship of the current-term, or incoming, President, and shall elect from among their number the following officers prior to the end of the current Board year: President-Elect, Secretary and Treasurer or Secretary-Treasurer.

President 5.3 No member shall be eligible for the Presidency unless he or she has held a previous term as a Director and has attained his or her APR designation. These qualifications can, however, be waived by a unanimous vote of the Board.

Term of Office 5.4 The Board of Directors shall assume their duties immediately following the Annual General Meeting at which they were elected or acclaimed.

- a) Members of the Board shall each serve for a term of two years plus three months (from June of one year to September 1st two years later to ensure overlap with the incoming Board members). Directors may serve no more than three consecutive terms. Directors must stand for election when they move from one term to another.
- b) A Director serving as President may serve no more than two consecutive, one-year plus three month, terms as President.

- c) The immediate Past President shall be a member of the Board for one year following his or her term of office as President.

Removal of Directors	5.5	Officers and directors may be removed for cause by a majority of directors at a duly-called meeting of the Calgary Society Board.
Remuneration	5.6	No remuneration in the form of salary or honorarium shall be made to members of the Board. From time to time, travel costs may be subsidized as required and pursuant to formulae established by the Board.

ARTICLE VI	MEETINGS
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Annual General Meeting	6.1	The Calgary Society will hold an Annual General Meeting each year at such time and place as may be designated by the Board of Directors.
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Special General Meetings	6.2	Special General Meetings may be held at any time at the call of the President or on written request of not less than 20 per cent of the Voting Members in good standing for the consideration only of the particular business set forth in the notice of the meeting.
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The time and place for the holding of such a meeting shall be designated by the President and shall take place within 30 days of receipt of the aforementioned written request.

Notification of Meetings	6.3	Notification of the Annual General Meeting or any Special General Meeting sent via email to the last known email address of each member in good standing not later than 30 days prior to the Annual General Meeting, shall be deemed sufficient.
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Quorum for General Meetings	6.4	A quorum for any Annual or Special meeting of the Calgary Society shall consist of not less than 20 per cent of the members in good standing.
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- a) It shall be the duty of the President or his or her designate to see that a quorum is present at all times during the meeting.
- b) Should a quorum not be present, the meeting shall terminate and the business remaining on the agenda shall be referred to the Board for such action as it may deem necessary.
- c) Voting at any Annual or Special meeting shall be done by the Voting Members present in person or by proxy, on the basis of one vote per Voting Member.

- d) Motions or amendments (other than financial) shall be carried at any Annual or Special General Meeting by a simple majority of votes cast. All financial motions or amendments shall require the approval of at least two-thirds of the votes cast.

Proxies

6.5 Any Voting Member may be represented by proxy at Annual or Special General Meetings of the Calgary Society by another member, provided such proxy shall be in writing on the form provided by the President, or a facsimile thereof.

- a) Voting Members shall be provided with the proxy form 30 days before Annual or Special general meetings. A proxy must be signed by the Voting Member and shall be valid only for the meeting for which it was specifically given.
- b) Proxies must be filed with the Secretary of the Calgary Society at least seven days before the meeting takes place.

Meetings of the Board

6.6 The Board shall hold meetings at least once every two months for the transaction of the business and affairs of the Calgary Society, on a day to be fixed by the Board, or at the call of the President.

Special Meetings of the Board

6.7 Meetings may be held upon the written request of any three members of the Board.

- a) Such meetings shall take place within 14 days of the receipt of such request by the President or, in his or her absence, by the presiding officer.

Notification of Meetings

6.8 Notification of meetings of the Board shall be given by the President or Secretary to each member of the Board at least seven days prior to the date of the said meeting.

Board Quorum

6.9 A majority of the Board shall constitute a quorum and, except where otherwise specified in these By-laws, questions shall be decided by a majority of those present, the presiding officer voting only in the case of a tie. Voting matters require a quorum. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.

Board Meeting Attendance

6.10 A continuing Board member who misses three or more Board meetings during the program year will be asked by the outgoing President to reaffirm his or her intention to fulfill the obligations as a member of the Board, or to resign. No member of the Board shall be permitted to designate a representative or delegate to attend any meeting of the Board on his or her behalf.

ARTICLE VII**AMENDMENTS**

- 7.1 The bylaws of the Calgary Society, and the regulations, which shall be read in conjunction with each other, shall be distributed to all Members.
- Amendments to Bylaws** 7.2 The bylaws may be repealed or amended by vote on a motion for repeal or amendment at any Annual or Special General Meeting of the Calgary Society.
- a) Proposed amendments must be submitted to the Secretary or Secretary-Treasurer of the Calgary Society no later than one month prior to the meeting at which they will be considered.
 - b) The motion must indicate the names of the mover and seconder. To pass, amendments must be supported by two-thirds of the Voting Members attending the Annual General Meeting or the Special General Meeting.
 - c) Amended bylaws come into effect from the date of any carried vote at the Annual, or Special, General Meeting.
- Amendments to Regulations** 7.3 New Regulations may be introduced and existing Regulations repealed or amended at any meeting of the Board of Directors.

ARTICLE VIII**FINANCIAL YEAR**

- Financial Year End** 8.1 The financial year of the Calgary Society will be from April 1 to March 31.
- Annual Financial Review** 8.2 The financial statements and records of the Secretary and Treasurer shall be audited at least once each year by duly qualified accountant when the value of annual revenues exceeds CAD \$25,000. When the value of revenues is less than CAD \$25,000 then financial statements may be reviewed by at least two members of the Society who are members in good standing and not currently serving as members of the Society's Board of Directors, appointed for that purpose at the Annual General Meeting.
- Annual Financial Statements** 8.3 A complete and proper statement of the standing of the financial statements for the previous year shall be submitted by such auditor at the Annual General Meeting of the Calgary Society or emailed to the membership

Inspection of Records

- 8.4 The financial statements and records of the Calgary Society may be inspected by any member of the Calgary Society in good standing at the Annual General Meeting provided for herein, or at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same. Each member of the Board shall at all times have access to such financial statements and records.

ARTICLE IX

INVALIDITY OF ANY PROVISIONS OF THESE BYLAWS

- 9.1 The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.