

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

ARTICLE I		NAME, BYLAWS AND OFFICE LOCATION
Name	1	The name of the organization is the Canadian Public Relations Society (Calgary), hereinafter referred to as the Calgary Society.
Bylaws and Regulations	2	<p>a) The Bylaws and Regulations of the Calgary Society are the authoritative documents under which the Calgary Society operates.</p> <p>b) These Bylaws shall be read in conjunction with the Regulations of the Calgary Society.</p> <p>c) In the event of a conflict between the Bylaws and the Regulations, the Bylaws will take precedence.</p> <p>d) The Board of Directors of the Calgary Society should be contacted in all matters pertaining to the interpretation of the Bylaws and Regulations.</p>
Office Location	3	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	1	Public relations is the management function which evaluates public attitudes, identifies the policies and procedures of an individual or organization with the public interest, and plans and executes a program of action to earn public understanding and acceptance.
ARTICLE III		MEMBERSHIP
Membership	1	The Calgary Society shall consist of local or regional men and women 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	2	There are two classes of Calgary Society members: Voting and Non-Voting Members.

ARTICLE IV

DIRECTORS AND OFFICERS

- Directors and Officers** 1 a) The administration of the Calgary Society shall be vested in a Board of Directors, consisting of up to 12 voting Members and two to four non-voting Members. Members of the Board may be elected, if an election is required or acclaimed. The immediate Past President shall be a member of the Board for one year following his or her term office as President.
- Executive Committee** 2 b) 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.
- c) The Executive Committee shall determine the procedure for calling and holding its meetings and three shall constitute a quorum. In the event of a tie in voting, the President shall cast the deciding vote.
- Powers of the Board** 3 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.
- Term of Office** 4 a) To maintain continuity on the Board of Directors of the Calgary Society, 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), with annual election of approximately half the number of directors.
- b) If for any reason a new Board has not been elected by the beginning of the new fiscal year, the existing Board shall continue to hold office until the time of such an election.

ARTICLE V**ELECTIONS**

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| Election of Directors | 1 | <p>a) 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. 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.</p> <p>a) 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.</p> |
| Election of Officers | 2 | <p>The newly elected Directors shall meet under the chairmanship of the 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.</p> |
| President | 3 | <p>b) 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.</p> <p>c) A member holding the President or President-Elect position whose term is about to expire may be appointed by the Board rather than standing for election.</p> |
| Assumption of Duties | 4 | <p>The Officers shall assume their duties immediately following the Annual General Meeting.</p> |
| Casual Vacancies | 5 | <p>a) The Board of Directors may appoint qualified members of the Calgary Society to fill casual vacancies on the Board of Directors created by resignation, death, transfer or other causes.</p> <p>b) Similarly, the Board of Directors may also appoint one of its members to fill a casual vacancy on its Executive Committee.</p> <p>c) Any appointment to the Board of Directors and/or Executive Committee shall serve only until the next succeeding Special Meeting of Members held for the purpose of electing a Board or Directors.</p> |

Removal of Directors 6 Officers and directors may be removed for cause by a majority of directors at a duly-called meeting of the Calgary Society Board.

ARTICLE VI MEETINGS

Annual General Meeting 1 The Calgary Society will hold an Annual General Meeting.

Special General Meetings 2 a) 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.

b) 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.

Quorum for General Meetings 3 a) 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.

b) 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.

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) 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.

Proxies 4 a) 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.

b) 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.

c) Proxies must be filed with the Secretary of the Calgary Society at least seven days before the meeting takes place.

Meetings of the Board	5	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	<p>a) Meetings may be held upon the written request of any three members of the Board.</p> <p>b) 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.</p>
Notification of Meetings	7	Notification of meetings of the Board shall be given by the President or Secretary to each member of the Board prior to the date of the said meeting.
Board Quorum	8	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.
Board Meeting Attendance	9	A continuing Board member who misses three or more Board meetings during the program year will be asked by the out-going President to reaffirm his or her intention to fulfill the obligations as a member of the Board, or to resign.

ARTICLE VII

AMENDMENTS

Amendments to Bylaws	1	Amendments to the Bylaws will be considered at the Annual General Meeting or a Special General meeting as passed by the membership by Special Resolution. 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. The motion must indicate the names of the mover and seconder. To pass, amendments must be supported by three-quarters of the Voting Members attending the Annual General Meeting or the Special General Meeting.
Amendments to Regulations	2	New Regulations may be introduced and existing Regulations repealed or amended at any meeting of the Board of Directors.

ARTICLE VIII

FISCAL YEAR

Fiscal Year	1	The fiscal year of the Calgary Society will be from April 1 to March 31.
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ARTICLE IX**SIGNING AUTHORITIES****Signing Authority**

- 1 The President, President-Elect or the appropriate member of the Calgary Society's Board of Directors shall sign all written contracts and obligations which 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.

ARTICLE X**AUDITORS****Annual Audit**

- 1 The financial statements and records of the Secretary and Treasurer shall be audited at least once each year by duly qualified accountants appointed for that purpose at the Annual General Meeting.
- 2 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, mailed, or emailed to the membership.

Inspection of Records

- 3 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.