

# IABC Heritage Bylaws

## **ARTICLE 1**

### **NAME AND LOCATION**

**Section 1. Name.** The name of this organization shall be the Heritage Region of the International Association of Business Communicators, a not for profit organization.

**Section 2. Affiliation.** Heritage Region is a region of the International Association of Business Communicators (IABC), with headquarters in San Francisco, California, USA.

**Section 3. Geographic Area.** The geographic area served by Heritage Region includes the following states located within the United States: Connecticut, Delaware, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, Virginia, Washington, DC and West Virginia.

## **ARTICLE 2**

### **PURPOSE**

**Section 1. Mission.** Heritage Region supports the IABC mission as stated in the IABC bylaws and Policy Manual by: (1) serving Region members, primarily through providing guidance, support, and development opportunities for Chapter leaders; (2) fostering Region growth; and (3) serving as a communication conduit between Members, Chapters and the IABC Executive Board.

**Section 2. Mandate.** Heritage Region serves three principal constituencies:

**(a) Chapter and Region leaders.** The Region serves leaders by facilitating the exchange of information, ideas, and resources throughout the Region, and by providing leadership training.

**(b) Members of Heritage Region.** The Region serves its members by developing the communication, leadership, and management skills of Chapter and Region leaders; representing member interests at other levels of the Association; and promoting professionalism through programs offered in Chapters, in the Region, and in conjunction with other IABC Regions.

**(c) IABC Executive Board and the Association at large.** The Region serves the IABC Executive Board and the Association at large by encouraging Chapter and Region leaders to take part in policy development at all levels of the Association; ensuring a timely and consistent flow of information and ideas between the Region and the IABC Executive Board; and providing a pool of qualified, dedicated leaders to serve the interests of the Association at large.

## **ARTICLE 3**

### **MEMBERSHIP**

#### **Section 1. Member Categories.**

Any member of IABC residing or working in the Heritage Region shall, upon payment of dues, be a member of the Heritage Region, in the same membership category as his or her membership category in IABC.

#### **Section 2. Dues.**

**(a) Establishment of Dues.** Region dues shall be established by a two thirds vote of the Region Board. Other fees and charges shall be established by a majority vote of the Region Board.

**(b) Cancellation.** Members who fail to pay their dues within two months after they are due shall be notified and dropped from the rolls and thereupon forfeit all rights and privileges of membership.

**(c) Refunds.** No dues shall be refunded to any member whose membership terminates for any reason.

## **ARTICLE 4**

### **REGION STRUCTURE**

**Section 1. Administrative Year.** The Region's Administrative Year shall begin on July 1 and shall end on June 30 of the following calendar year.

**Section 2. Organization.** The Region Board may recommend establishment of Chapters, special interest groups, affiliates, and other organizational units that serve the interests of the Association, in accordance with policies and procedures established by IABC.

#### **Section 3. Chapters.**

(a) Chapters are groups of members, meeting the requirements of and chartered by the IABC Executive Board upon recommendation of the Region Board, and are affiliated with IABC and bound by its bylaws, policies, and rules. The Region may, upon a two-thirds vote of the Region Board, recommend that the IABC Executive Board revoke a Chapter's charter.

(b) Each Chapter shall select a delegate or alternate from its membership to cast the Chapter's vote on Region issues at the Region's Annual Meeting.

#### **Section 4. New Chapters.**

**(a) A group of 10 or more Regular Members,** meeting the requirements outlined in IABC's bylaws and policy manual, may apply to the Region Board for assistance to complete the new chapter process as stipulated by IABC. Such a group will be known as a "developmental" chapter.

**(b) Upon successful completion** of the chapter development process, the Region shall, upon a two-thirds vote of approval by the Region Board, recommend that the IABC Executive Board issue a charter for the Chapter.

**Section 5. Members At Large.** A Member At Large is any Regular Member of IABC residing within the geographic area established in Article 1, Section 3, who does not belong to a Chapter. Members At Large are required to pay International and Region dues. The Members At Large shall select a delegate and alternate from among their number to cast the Member At Large vote at the Region's Annual Meeting..

Section 6. Disciplinary Action. Any Chapter, special interest group, affiliate, or other organizational unit that fails to comply with IABC or Region bylaws, policies, or rules may be subject to disciplinary action by a two thirds vote of the Region Board.

## **ARTICLE 5**

### **OFFICERS**

**Section 1. Officers.** The officers of the Region shall be a Region Director; Region Director Elect; Past Region Director; Communications Director/Secretary and Finance Director. These officers shall perform the duties necessary to the office or as prescribed by the Region Board, these bylaws, and the parliamentary authority adopted by the Region. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Region Board or the Region Director otherwise directs.

**(a) Region Director.** The Region Director shall be the chief elected officer of the Region; exercise general supervision over executive affairs of the Region; preside at all Regular, Annual, and Special Meetings of the Region; preside at all Region Board meetings; serve as primary liaison between the Region and the IABC Executive Board; serve as Region representative to the IABC Council of Regions; appoint and serve as an ex officio member of all Region committees; represent or appoint a representative of the Region at meetings of other organizations and at public affairs; oversee and provide direction to the Chair/Co-chairs for the annual Regional Conference held during the year in which he/she serves as past Region Director; and serve on the Executive Committee. The Region Director Elect succeeds to the position of Regional Director at the end of his or her term.

**(b) Region Director Elect.** The Region Director Elect shall have duties assigned by the Region Director and by these bylaws; act in the absence of the Region Director; oversees long-range planning activities for the Region; represent the Region in the absence of the Region Director; serve on the Nominating Committee; serve as an ex-officio member of all standing committees; and serve on the Executive Committee. The Region Director Elect shall serve a single one-year term with the expectation of succession to Region Director.

**(c) Past Region Director.** The Past Region Director shall have duties assigned by the Region Director and by these bylaws; chair the regional Nominating Committee; serve as Nominating Committee delegate to the IABC Executive Board or oversee the selection of said Nominating Committee delegate; lead identification and nomination of candidates for the IABC Executive Board and Research Foundation Board; provide strategic counsel to the Region Director and other Region Board members; help identify members to participate on International-level committees and work groups; oversee and provide direction to the Chair/Co-chairs for the annual Regional Conference held during the year in which he/she serves as Past Region Director; and serve on the Executive Committee. The Past Region Director shall serve a one-year term.

**(d) Communications Director/Secretary.** The Communications Director/Secretary shall 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, assist with administrative duties as assigned by the Region Director and serve on the Executive

Committee. The Communications Director/Secretary shall serve a two-year term, and may be elected for a second consecutive term. The Communications Chair reports to the Communications Director/Secretary.

**(e) Finance Director.** The Finance Director shall serve as chief financial officer for the Region; be responsible for deposit, safekeeping, and disbursement of the funds of the Region; maintain records concerning receipts, expenditures, and assets of the Region; prepare an annual budget and dues recommendations for the Region; prepare full and interim financial reports as directed by the Region Board; and serve on the Executive Committee. The Finance Director shall serve a two-year term, and may be elected for a second consecutive term.

**Section 2. Qualifications.** Regular Members and non-members 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. Non-members must become Association members prior to election.

### **Section 3. Officer Nomination.**

**(a) The Region Board shall appoint a Nominating Committee**, consisting of the immediate available Past Region Director, who chairs the committee; the Region Director Elect; one member in his or her second term of service on the Region Board; and three additional members, selected by the Region Board in accordance with Section 3, Paragraph (b). The Nominating Committee shall nominate candidates for the offices of Region Director Elect, Communications Director/Secretary and Finance Director. Nominees may be drawn from submissions by any source, including self-nomination.

**(b) The Region Board shall select Nominating Committee members** from among Regular Members recommended by the Chapters, Members At Large, and any other source, including self-nomination. Nominating Committee members shall be selected primarily on the basis of competency criteria established by the Heritage Region, with consideration for geographic, demographic, and cultural diversity, and for small, medium, and large Chapter representation.

**(c) The Nominating Committee shall develop its own procedures** for screening nominees, under guidelines adopted by the Region Board, primarily on the basis of competency criteria established the Heritage Region with consideration for geographic, demographic, and cultural diversity, and for small, medium, and large Chapter representation; and shall present its slate to the Region Board for approval. Notice of the Annual Meeting and copies of the approved slate shall be delivered to all Delegates and Alternates in the manner specified by Article 6, Section 4, Paragraph (b), at least 45 days before the Annual Meeting.

**Section 4. Election.** Officers shall be elected at the Annual Meeting. These officers, and the Region Director, shall take office upon ratification by a majority vote of voting Delegates at the Annual Meeting, and hold office until replaced by their duly elected and qualified successors.

**Section 5. Term of Office.** The Region Director, Region Director Elect and Past Region Director shall serve a single one year term, or until a successor is duly elected and qualified. The Region Finance Director and the Region Communications Director/Secretary shall serve two-year terms, and may be elected for a second consecutive term.

**(a) The Region Director, Region Director Elect and Past Region Director** may not serve more than one term without a break of at least one year between offices. For all other officer positions, an individual may not serve more than two continuous terms in the same position. An individual will be eligible for

nomination and election to a position previously held for two terms provided that a minimum of one term has elapsed between the end of previous service and the start of new service.

#### **Section 6. Vacancies or Removal.**

**(a) Vacancies in any elective office** shall be filled for the balance of the term by the Region Board at any Regular or Special Meeting in accordance with provisions in Region policy.

**(b) The Region Board**, at its discretion and following IABC and Region policy, may, by two thirds vote, remove any officer from office for cause.

## **ARTICLE 6 MEETINGS**

**Section 1. Regular Meetings.** The Region shall conduct Regular Meetings during each Administrative Year at such times and locations as the Region Director may prescribe. Meetings may be held at any location in or outside of the Region. Non-Board members may participate at their own expense in any meeting of the Region by means of videoconference, conference telephone, Internet conferencing, or other similar communications or collaborative conferencing equipment or software that enables all persons participating in the meeting to hear and speak with each other.

**Section 2. Annual Meeting.** One of the Region's Regular Meetings shall be an Annual Meeting held at a time and location to be determined by the executive board, for election of officers and Region Board members, and the conduct of Region business. The time and location shall be announced at least 90 days prior to the meeting.

**Section 3. Special Meetings.** Special Meetings may be called by the Region Board or the Executive Committee. 25 percent of the Region's Delegates may call a Special Meeting by a written request to the Communications Director/Secretary for submission to the Region Director. The Region Board must hold the meeting not less than 35 nor more than 60 days after receipt of the request.

#### **Section 4. Notice of Meetings.**

**(a) All Delegates and Alternates** shall be sent written notice of Regular, Annual, and Special Meetings. The notice shall include the time, location, and purpose of the meeting and, for the Annual Meeting, a list of nominees for officer and Region Board positions. For Special Meetings called by 25 percent of the Region's Delegates, notice of the meeting must be given within 20 days after receipt of the request.

**(b) Any notice shall be sufficiently given** if delivered to the last electronic, business or residential address of such person as recorded in the books of IABC. Electronic mail may be used for notices at the discretion of the Region Board. IABC or the Communications Director/Secretary may change the address on IABC's books of any member, director, officer, auditor, or member of a committee of the Region Board in accordance with any information believed to be reliable.

#### **Section 5. Voting.**

**(a) Those eligible to vote** at Regular or Special Meetings shall be members of the Region Board, each of whom have one vote. Those eligible to vote at the Annual Meeting shall be members of the Region Board and Chapter Delegates (or their Alternates), each of whom shall have one vote.

**(b) When any law** [such as the Articles of Incorporation,] or these bylaws require a measure to be approved by a two-thirds majority of those voting, the measure must be approved by two-thirds of the

Chapter Delegates. Measures requiring a simple majority may be approved by a majority of the votes cast by Region Board members.

**(c) Voting on all matters**, including amendment of bylaws and the election of Region Board members or officers, may be conducted by any means allowable by law, including mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission; provided that any such means of voting must either set forth or be submitted with information from which it can be determined that such vote was authorized by the member.

**Section 6. Quorum.** At any Regular or Special Meeting, a quorum shall consist of a majority of the Region Board. At any Annual Meeting, a quorum shall consist of a majority of the total Region Board And Chapter Delegates (or their Alternates).

When the Chapter Delegate (or Alternate) is not present in person or by proxy, their vote(s) may be cast by the appropriate Chapter President or representative. The voter, in all cases, must be a Regular Member of IABC. No Region Board member may be counted twice for purposes of a quorum (e.g., as a Board officer or Director and a Chapter Delegate).

#### **Section 7. Proxies.**

**(a) General procedure.** Proxies will not be accepted for Region Board meetings. Delegates to any Annual Meeting or Special Meeting may assign their vote(s) by written proxy to another member of the same organizational unit, or to any Region Board member. Every proxy shall be executed in writing by the member otherwise entitled to vote. Filing or actual delivery of the proxy shall be accomplished by delivery in person, or by mail, other courier, or any means of wire or wireless or any other form of transmitted or recorded communication, (1) to the Communications Director/Secretary or (2) to such other location as the Region Board at a location to be determined by the Executive Committee may provide in the notice accompanying a proxy, in accordance with the provisions of Section 7, Paragraph (b). Electronic mail may be used for notices at the discretion of the Region Board.

**(b) Time for return.** Every proxy form distributed by the Region shall provide the Delegate otherwise entitled to vote with not less than 15 days (from the date of mailing) to return the proxy to the Communications Director/Secretary or to the Region Board. No proxy may be counted or otherwise treated as valid unless it is actually delivered to the Communications Director/Secretary or to the otherwise designated location not less than 10 days before the date of the meeting at which it is to be exercised.

**(c) Revocation or expiration.** Any proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice of the revocation has been actually delivered in person, or by mail, other courier, or any means of wire or wireless or any other form of transmitted or recorded communication, to the Communications Director/Secretary or to IABC. Unless it specifically states otherwise, a proxy shall be valid only for the next meeting after it is given, after which it expires. No proxy shall be valid for longer than eleven months after its execution. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is actually delivered to the Communications Director/Secretary or to IABC.

**Section 8. Cancellation or Postponement.** The Region Board may, by a two thirds vote, cancel or postpone any Regular, Annual, or Special Meeting for cause, except those called by 25 percent of the Region's Delegates.

## **ARTICLE 7**

### **BOARD OF DIRECTORS**

#### **Section 1. Authority and Responsibility.**

**(a) *The Region Board shall have supervision, control, and direction of the affairs of the Region;*** determine its policy or changes therein within the limits of law, these bylaws, and the bylaws, rules, and procedures of IABC; uphold the IABC Code of Ethics for Professional Communicators; actively pursue the Region's mission; and supervise disbursement of its funds. 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 Executive Committee (as delineated in Article 8), the Region Director, or to other committees or persons.

**(b) *The Region Board shall select a delegate,*** which will be the Immediate Past Director or a delegate chosen by the Immediate Past Director, to serve on, and represent the interests of the Region on, the IABC Nominating Committee to identify candidates for the IABC Executive Board under policies established by IABC.

**Section 2. Composition.** The Region Board shall consist of the five officers of the Region, four Portfolio Directors and five Chapter Liaisons. These positions comprise the voting positions on the Heritage Region Board. From time to time, the Region Board may add or dissolve committees upon approval of two-thirds vote of the Region Board.

**Section 3. Portfolio Directors.** Four directors shall be elected to manage portfolios for Leadership Development, Professional Development, Region Growth and Development, and Chapter Relations. These directors are allowed, with the consent of the Executive Board, to 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, primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic, and cultural diversity, and for small, medium, and large Chapter representation. Portfolio Directors will serve two year terms.

**(a) *Chapter Relations Portfolio Director:*** The Chapter Relations Portfolio Director coordinates and oversees the region's direct support to chapters in the form of chapter liaison services, sharing of best practices and student chapter development. Reports to Region Director, supervises Chapter Liaisons, Chapter Relations Chair and Student Chapters Chair.

Chapter Liaisons shall be elected to manage chapter liaison duties. The number of Chapter Liaisons shall be determined by the Region Board at the beginning of each odd numbered administrative year and shall be in effect until the start of the next odd-numbered administrative year. The designation of specific chapters to be served by individual Chapter Liaisons shall be determined at the beginning of each administrative year and shall be in effect until the start of the next administrative year. Chapter Liaisons shall serve two year terms.

**(b) *Leadership Development Portfolio Director:*** The Leadership Development Portfolio Director coordinates all leadership development efforts for the region and serves as the region's primary contact for development opportunities at inter-regional, national and international levels. Reports to the Region Director, supervises Networking Chair, Recognition Chair, Seminars Chair and Training Chair.

**(c) Region Growth and Development Portfolio Director:** The Regional Growth and Development Portfolio Director is a regional champion for IABC membership, supports IABC's overall membership growth and development goals and oversees the region's membership growth and development activities. Reports to Region Director, supervises Recruitment Chair, Retention Chair, New Chapter Development Chair, Members-at-Large Chair, and Volunteer Recruitment and Retention Chair.

**(d) Professional Development Portfolio Director:** The Professional Development Portfolio Director coordinates educational services to chapters and members. Reports to Region Director, supervises Awards Chair and Accreditation Chair.

**Section 4. Qualifications.** IABC Members in good standing shall be eligible for election as directors, providing they meet bylaw requirements.

**Section 5. Region Board Nomination.**

**(a) Each director is nominated by a Nominating Committee** consisting of the immediately available Past Region Director, who chairs the committee; the Region Director Elect; one member in his or her second term of service on the Region Board; and six additional members, selected by the Region Board in accordance with Article 5, Section 3, Paragraph (b). Nominees may be drawn from submissions by any source, including self-nomination.

**(b) The Nominating Committee shall develop its own procedures** for screening nominees, under guidelines adopted by the Region Board, primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic, and cultural diversity, and for small, medium, and large Chapter representation; and shall present its slate to the Region Board for approval. Notice of the Annual Meeting and copies of the approved slate shall be delivered to all Delegates and Alternates in the manner specified by Article 6, Section 4, Paragraph (b), at least 45 days before the Annual Meeting.

**Section 6. Election.** Directors shall be elected at the Annual Meeting. These directors shall take office upon ratification by a majority vote of voting Delegates at the Annual Meeting and continue to serve until replaced by their duly elected and qualified successors.

**Section 7. Term of Office.** Portfolio Directors and Chapter Liaisons each serve a two year term or until a successor is duly elected and qualified, with a minimum total of three Portfolio Directors and/or Chapter Liaisons elected each year. A Portfolio Director or Chapter Liaison may be elected for a second consecutive term.

**(a) All terms of office** for Chapter Relations Director, Leadership Development Director, Regional Growth and Development Director, Professional Development Director, and Chapter Liaisons shall begin on July 1 and end on June 30 two calendar years later.

**(b) An individual may not serve more than two continuous terms** in the same director position. An individual will be eligible for nomination and election to a position previously held for two terms provided that a minimum of one term has elapsed between the end of previous service and the start of new service.

**(c) Chapter Liaisons will serve two-year terms,** beginning on July 1 and ending on June 30 of the following calendar year.

**Section 8. Vacancies or Removal.**

**(a) Vacancies** in any directorship shall be filled for the balance of the term by the Region Board at any Regular or Special Meeting in accordance with provisions in Region policy.

**(b) The Region Board**, at its discretion and following IABC and Region policy, may, by two thirds vote, remove any director for cause.

**Section 9. Quorum.** A quorum of the Region Board shall consist of a majority of the voting members. If a quorum cannot be mustered, the meeting may proceed and any action taken shall become valid if subsequently confirmed by unanimous approval in writing of the Region Board members. Members may participate in any meeting of the Region Board or any committee of the Region Board by means of videoconference, conference telephone, Internet conferencing, or other similar communications or collaborative conferencing equipment or software 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. This type of participation may result in additional costs for the Region to provide these services.

**Section 10. Meetings.** The Region Board shall meet no less than three times during each Administrative Year at such time and at such place as the Region Director may prescribe. One meeting shall be held at the site of the Annual Meeting. Notice of all meetings shall be delivered to all Region Board members in the manner specified by Article 6, Section 4, Paragraph (b), at least 30 days before the meeting is held. Special meetings of the Region Board may be called by the Region Director or at the request of two thirds of the Region Board members. Members of the Region Board shall be notified not less than 72 hours before the meeting is held.

**Section 11. Closed Session.**

**(a) The Region Board** may at its discretion, and when required by law, Region policy, or these bylaws, vote to hold closed sessions; provided that (1) the reason for the closed session and (2) 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 review the records of, a closed session are those entitled to vote thereat; others who, although not entitled to vote, are entitled or required under provision of law, Region policy, or these bylaws to be present at the meeting; and those invited by the Region Director or with the consent of the Region Board.

**Section 12. Compensation.** No member of the Region Board shall receive any compensation for services as a Region Board member.

## **ARTICLE 8**

### **EXECUTIVE COMMITTEE**

**Section 1. Authority and Responsibility.** The Executive Committee may act on behalf of the Region Board between Region Board meetings on all matters, pursuant to delegation of authority to such committee by the Region Board. Actions of the Executive Committee shall be reported to the Region Board by mail or at the next Region Board meeting.

**Section 2. Composition and Selection.** The Executive Committee shall consist of the officers and the Chapter Relations Director. The Region Director shall chair the Executive Committee.

**Section 3. Quorum and Call of Meetings.** A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. The Region Director shall call such meetings of the Executive Committee as the business of the Region may require or at the request of a majority of the Executive Committee.

## **ARTICLE 9**

### **COMMITTEES**

**Section 1. Selection Criteria.** Committee chairs and members shall be selected primarily on the basis of competency criteria established by IABC, with consideration for geographic, demographic, and cultural diversity, and for small, medium, and large Chapter representation.

Committee chairs will be appointed by the Region Director with the advice and consent of the Director to whom the committee chair reports. From time to time, the Region Board may add or dissolve committees upon approval of two-thirds vote of the Region Board.

## **ARTICLE 10**

### **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 the same as the fiscal year of IABC.

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

**Section 4. Bonding.** The Region Director, Region Director-Elect, and Finance Director, and any paid staff members so determined by the Region Board, shall be bonded by the Region in an amount deemed practical by the Region Board.

**Section 5. Investments.** The Finance Director shall recommend investment options for approval of the Region Board; and shall invest Region funds, up to limits established by the Region Board, in vehicles with guaranteed returns offered by such banks, trust companies, or other corporate bodies or organizations as may from time to time be approved by the Region Board.

**Section 6. Reserves.** The Region shall maintain a reserve, established by Region Board policy, to ensure stability and continuity of Region operations. The amount of the reserve shall be reviewed annually by the Finance Committee and ratified by the Region Board.

**Section 7. Borrowing Power.** The Region shall not borrow money; issue bonds, notes, or other evidences of indebtedness; give financial assistance to any person by means of a loan or guarantee; or mortgage, pledge, or otherwise create a security interest in any property of the Region.

## **ARTICLE 11**

### **OPERATIONS**

**Section 1. References:** The Heritage Region shall operate consistent with the bylaws of IABC and all applicable U.S. federal and state laws pertaining to not-for-profit 501 (c) organizations.

**Section 2. Appointments.** The Region Board from time to time may deem is necessary to employ paid Staff. A candidate for such a position must be confirmed by an affirmative two-thirds vote of the Region Board and may be terminated by a two-thirds vote.

**Section 3. 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 4. Policies**

**(a) Code of Conduct.** The Region and its members shall abide by the IABC Code of Ethics for Professional Communicators and the bylaws and policies of IABC.

**(b) Rules, Regulations, and Policies.** The Region Board may establish rules, regulations, and policies that are consistent with these bylaws and that do not contravene bylaws of IABC. In cases where there is a conflict, IABC bylaws and policy shall prevail.

**Section 5. Duties of Officers, Directors, and Others.** Every director and officer of the Region, in exercising the powers and discharging the duties of a director or officer, shall act honestly and in good faith with a view to the best interests of the Region, and shall exercise the care, diligence, and skill that a reasonable, prudent person would exercise in comparable circumstances.

**(a) Limitation of Liability.** Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects, or defaults of any other director, officer, or employee; or for joining in any receipt or other act for conformity; or for any loss, damage, or expense happening to the Region through the insufficiency or deficiency of title to any property acquired for or on behalf of the Region; or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Region shall be invested; or for any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Region shall be deposited; or for any loss occasioned by any error of judgment or oversight on the part of the director or officer; or for any other loss, damage, or misfortune that shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with law and the regulations thereunder or from liability for any breach thereof.

**(b) Indemnity.** Subject to law [and the Articles of Incorporation], the Region shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Region's request as director or officer of a body corporate of which the Region is or was a shareholder or creditor, and such person's heirs and legal representatives, by insurance or other means, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred in respect of any civil, criminal, or administrative action or proceeding to which such person is made a party by reason of having been a director or officer of the Region or such body corporate; provided that such person (1) acted honestly and in good faith with a view to the best interests of the Region, and (2) in the case of a civil, criminal, or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Region shall also indemnify such person in such other circumstances as law permits or requires. Nothing in this bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this bylaw.

**Section 6. Nondiscrimination.** The Region shall not accept an organizational unit that denies membership or membership privileges on the basis of race, ethnicity, color, creed, religion, physical ability, gender, sexual orientation, age, national origin, or language.

## **ARTICLE 12**

### **AMENDMENT OF BYLAWS**

**Section 1. Procedure.** These bylaws may be amended only at the Annual Meeting of the Region by a two thirds vote of the Delegates, provided that copies of proposed changes have been delivered in writing to the Chapter Presidents and Delegates (and their Alternates) no later than 45 days prior to the voting date. Amendments must receive approval of either the Region Board or a simple majority of the Chapter Boards prior to submission for Delegate vote.

**Section 2. Conformance with IABC bylaws.** These bylaws and any amendments to them shall in no instance contravene bylaws of IABC. In cases where there is a conflict, IABC bylaws and policy shall prevail.

**Section 3. Dissolution.** The Region shall use its funds only to accomplish the mission specified in these bylaws; no part of said funds shall be accrue to or distributed to individual members of IABC.

**(a) Motion to Dissolve.** The Region can only be dissolved at the Annual Meeting of the Region by a two-thirds vote of Delegates, and only if a quorum is present or voting by proxy. A proposal to dissolve the Region must be submitted to the Communications Director/Secretary or to the Heritage Region Board. Any such proposal petitioned by at least 25 percent of the Chapters of the Region or approved by a majority of the Region Board shall be delivered in writing to the Chapter Presidents and Delegates (and their Alternates), along with written notice of the meeting, no later than 45 days prior to the meeting at which said proposal is to be considered.

**(b) Dispersal of Funds.** On dissolution of the Region, any funds remaining shall be distributed to IABC [Alternately: to one or more organizations qualified under either Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code.

## **Provisos Relating to Transition**

1. For purposes of transition between the district structure to the Heritage Region structure, all officers shall serve one-year terms, beginning July 1, 2005 and ending June 30, 2006. The Communications Director/Secretary and the Finance Administrator shall be eligible for nomination and election to a two-year term to start July 1, 2006 and ending June 30, 2008.
2. For transition purposes between the district structure to the Heritage Region structure, the following director shall serve a one-year term, beginning July 1, 2005 and ending June 30, 2006: the Professional Development Director. He or she shall be eligible for nomination and election to a single two-year term to start July 1, 2006 and ending June 30, 2008.
3. The following directors shall serve two year terms, beginning July 1, 2005 and ending June 30, 2007: The Chapter Relations Director, the Leadership Development Director, and the Regional Growth and Development Director. They shall be eligible for nomination and election to a single two-year term to start July 1, 2007 and ending June 30, 2009. The large and medium chapter liaisons, and one small chapter liaison will be eligible for nomination and election to a two-year term to start July 1, 2005 and ending June 30, 2007. Two small chapter liaisons will be eligible for nomination to a one-year term to start July 1, 2005 and ending June 30, 2006.

***[Note: Provisos are no longer attached to the Bylaws once they become effective.]***

**Approved: May 2, 2005 by IABC U.S. District 1, IABC U.S. District 3, and IABC U.S. District 7**

## **History of Revisions to Bylaws:**

1. Approved by delegates to the Heritage Region Annual Meeting on June 26, 2007:
  - Article 5, Section 1(a)*
  - Article 5, Section 1(c)*
  - Article 5, Section 1(d)*
  - Article 5, Section 1(e)*
  - Article 5, Section 5*
  - Article 7, Section 3(a)*
  - Article 7, Section 3(b)*
  - Article 7, Section 3(d)*
  - Article 7, Section 7*
  - Article 7, Section 7(c)*