

## **Article 1. Name and Location**

### **Section 1. Name**

The name of this organization shall be IABC/South Carolina (IABC/SC), a not-for-profit organization. IABC/SC shall be affiliated with the International Association of Business Communicators (IABC).

### **Section 2. Location**

The geographical area served by IABC/SC shall include the state of South Carolina.

## **Article 2. Mission**

### **Section 1.**

IABC/SC is dedicated to improving the effectiveness of internal and external communication of businesses, organizations and institutions in South Carolina.

To this end, IABC/SC will work to:

- Provide lifelong learning opportunities that give IABC members the tools and information they need to be the best in their chosen disciplines.
- Share among our membership best global communication practices, ideas and experiences that will enable communicators to develop highly ethical and effective performance standards
- Lead the way in the use of advanced information technology in the profession.

## **Article 3. Membership**

### **Section 1. Qualification**

Membership in IABC/SC shall be composed primarily of professional communicators engaged in internal and/or external communication at all levels of their respective organizations.

### **Section 2. Regular Membership**

Membership is open to professional communicators in business, industry, not-for-profit organizations, education, government and other organizations, educators, consultants and freelancers in the communication field. It includes affiliation at the international, district and chapter levels.

### **Section 3. Student Membership**

Membership is open to students of higher educational institutions, as defined in the policy manual. Student members shall not be eligible to vote.

#### **Section 4. Lifetime Membership**

Lifetime membership shall be conferred upon members of IABC/SC at such times and under such terms, as the chapter board of directors shall determine.

#### **Section 5. Honorary Membership**

Honorary membership shall be conferred upon persons who are not members of IABC/SC, as the chapter board of directors shall determine. Honorary members shall not be eligible to vote.

#### **Section 6. Service and Participation**

Policies governing service and participation for all members shall be determined by the board of directors of IABC/SC unless otherwise set forth in these bylaws.

#### **Section 7. Duration of Membership, Resignation and Removal**

Membership shall be for the period for which dues are paid. Any member may resign by filing a written resignation with the President. All rights, privileges, and interests of a member in or to IABC/SC shall cease upon termination of membership.

### **Article 4: Dues**

#### **Section 1. Establishment of Dues**

Dues and other chapter fees shall be set by a quorum (See Article 6, Section 5 for definition) of the board of directors of IABC/SC.

#### **Section 2. Nonpayment**

IABC/SC shall follow the guidelines as set by the International Association of Business Communicators for nonpayment of dues.

#### **Section 3. Refunds**

No dues, nor any portion of dues, shall be refunded to any member whose membership terminates for any reason. Membership to a different chapter is permitted, but the member must contact IABC Member Relations to request the change.

Membership can be transferred within a company to a new person who replaced the position of the original member. However, the following criteria must be met:

- The original member must have at least three months left on the membership and the membership is a professional membership, not a 500 Club, student, retired, or other type of lifetime membership.
- The original member is no longer with the company.
- The employer sends a request to transfer the membership on company letterhead, which may be faxed or mailed to IABC headquarters. Please include current information of the new member: name, title, phone and fax number, e-mail, and mailing address and the name and member ID of the original member.

IABC

601 Montgomery Street, Suite 1900

## **Article 5: Organizational Structure**

### **Section 1. Standing and Special Committees**

The board of directors, at its discretion, may establish committees or special interest groups as needed to conduct the affairs of IABC/SC and to serve specific geographical, functional or other interests.

## **Article 6: Meetings**

### **Section 1. Board Meetings**

Regular meetings of the IABC/SC board of directors shall be held monthly. The President has the authority to cancel a regular board meeting based on weather or emergency issues. At least 12 hours notice should be made, if possible. See Article 6, Section 7.

### **Section 2. Membership Meetings**

IABC/SC shall hold regular membership meetings throughout the year to promote professional development, networking and recognition. The number, location, dates and times of meetings shall be determined by the board of directors.

### **Section 3. Notice of Meetings**

All members shall be sent written or electronic notice of meetings, including time, location and purpose of the meeting, at least one week prior to the scheduled meeting. All board members shall be sent written or electronic notice of board meetings, including time and location, at least one week prior to the meeting.

### **Section 4. Special Meetings**

The board of directors may call special meetings of the membership at any time by sending written or electronic notice as specified in Article 6, Section 2.

### **Section 5. Voting**

Those eligible to vote shall be members meeting the requirement of membership as set forth in these bylaws, with the exceptions that student and honorary members shall not be eligible to vote.

### **Section 6. Quorum**

The minimum number of members required to be present, either in person or on the phone, before any valid business can be transacted, is 40 percent. A virtual quorum may be achieved if members have provided their votes in writing or electronically in advance of the meeting. This quorum applies to membership meetings and board of director meetings.

### **Section 7. Cancellation**

The board of directors, by a majority vote, may cancel or postpone any meeting of the chapter for cause, except those called by a quorum of the membership.

### **Section 8. Rules of Order**

Meetings and procedures of IABC/SC shall be regulated and controlled according to Robert's Rules of Order (Revised) for parliamentary procedure, except as otherwise provided by these bylaws.

## **Article 7: Board Membership**

### **Section 1. Governing Body**

The governing body of IABC/SC shall be known as the board of directors.

### **Section 2. Composition**

The board of directors of IABC/SC shall consist of the officers and members -at-large. Chapter members who serve on district, regional, national, or international IABC boards, as defined in Article 8 will serve as ex officio members of the board of directors.

### **Section 3. Officers**

The officers of IABC/SC shall be President, Past President, President-Elect, Secretary, Vice President of Finance, Vice President of Membership and Retention, Vice President of Professional Development, Vice President of Communications and Webmaster.

Board positions may be added or deleted at the president's discretion, with a majority board approval. Revisions to the bylaws are not necessary unless deemed necessary by the board of directors.

### **Section 4. Qualifications**

Any regular member in good standing in the chapter shall be eligible for nomination and election to office in IABC/SC.

### **Section 5. Nomination**

A nominating committee shall select board member candidates. The nominating committee consists of the Past President, who will serve as chair, the current President, and one member appointed by the President, traditionally the President Elect. IABC/SC members wishing to be considered for board positions will be invited submit nominations.

The nominating committee shall present its slate to the board of directors for approval in time for copies of the slate to be mailed to all voting members by October 31 of each year.

The outgoing President shall automatically succeed to the office of Past President. The outgoing President-Elect shall automatically succeed to the office of President.

**Section 6. Election of Board Members**

Accompanying the slate of officers distributed to all voting members shall be an official ballot, which shall be returned no later than November 30 of every year. A quorum must be met.

The nominating committee shall be responsible for tabulating all official ballots and submitting the result to the board of directors for verification. The board of directors will break a tie. An announcement of the new year's officers will be made at a regularly scheduled meeting, not later than the final meeting of the calendar year.

**Section 7. Quorum**

See Article 6, Section 5.

**Section 8. Terms of Office**

All board members shall serve one-year terms, on a calendar year basis, or until a successor is selected or the member is re-elected.

**Section 9. Vacancies or Removal**

Vacancies in any office on the board of directors shall be filled for the balance of the term by the board of directors at any regular or special board meeting in accordance with these bylaws. Successors must be named within 30 days of the vacancy. If the Past President is unable to serve the entire term, the board of directors shall appoint a Past President from former Presidents of the chapter to fill the unexpired portion of the term. The board of directors, at its discretion and following IABC policy, by two-thirds vote, may remove any board member from office for cause.

**Section 10. Authority and Responsibility**

The board of directors board shall have supervision, control, and direction of the affairs of IABC/SC, shall determine its policy or changes therein within the limits of these bylaws, shall actively pursue its mission, and shall supervise disbursements of its funds. The board of directors may adopt such rules and regulations for the conduct of its business, as it deems advisable.

**Section 11. Attendance at Meetings**

Board of directors members shall be required to attend 75 percent of regularly scheduled board meetings (in person or via conference call when that service is available). The President reserves the right to excuse an absence with just cause. Ex officio members shall be excused from this requirement.

**Article 8. Duties of Board Members**

**Section 1. President**

The President shall serve as the chief executive officer of IABC/SC, exercise general direction of the business of IABC/SC, preside at all regular and special meetings, and appoint and be an ex-officio member of all committees. The President shall perform

other duties necessary to the office or as prescribed by the board of directors. In addition, the President shall serve as a delegate of IABC/SC to the International Association of Business Communicators and to the district board.

### **Section 2. President-Elect**

The President-elect shall act as assistant to the President, supervise leadership development, assist in duties assigned by the board of directors and chair the annual Palmetto Awards. This person shall automatically assume the presidency during the next board term and shall step into the presidency should a vacancy occur during the President's unexpired board term.

### **Section 3. Past President**

The Past President shall serve as chair of the nominating committee. In addition, the Past President shall serve as the senior delegate of IABC/SC to the International Association of Business Communicators and to the district boards.

### **Section 4. Secretary**

The secretary shall record minutes of the board of directors meetings and distribute such minutes to the board of directors before the next meeting, transmit such correspondence as required or requested for coordination of IABC/SC business, and supervise the policy manual, organizational relations, archives and any other activities as may be required by the board of directors.

### **Section 5. Vice President of Finance**

The Vice President of Finance shall serve as a custodian of dues, funds and financial records, disburse all incidental funds, provide a monthly written report to the board of directors, monitor actual budgets versus forecast, provide an annual financial statement to the IABC for reporting purposes, and be responsible for any other activities as assigned by the board of directors. The Vice President of Finance will work with the Chapter Administrator on financial reports and administration.

### **Section 6. Vice President of Membership Development and Retention**

The Vice President of Membership Development and Retention shall serve as the supervisor of membership development and retention efforts, providing reports on new members, lost members and proactive efforts to attract and retain members.

### **Section 7. Vice President of Professional Development**

The Vice President of Professional Development and Programs shall serve as the coordinator of speakers, agendas, giveaways/door prizes and other programming details necessary to conduct IABC/SC meetings that focus on the mission and provide members with insight and information.

**Section 8. Vice President of Communications**

The Vice President of Communications shall be responsible for gathering information, writing, formatting, and distributing a regular chapter newsletter to IABC/SC members, as well as seeking other opportunities for enhanced communications among members and other related publics.

**Section 10. Webmaster**

The Webmaster shall maintain and keep current the chapter's website.

**Section 11. Members-at-large**

Members-at-large shall serve as ambassadors for IABC/SC by surfacing potential new members, fundraising, providing input about chapter business, and assisting officers in carrying out their routine duties. The member-at-large role is designed to help surface potential officers and acquaint them and acquaint them with the inner workings of the chapter and/or to provide an opportunity for senior communicators to advocate for the chapter.

**Section 12. Ex Officio Board of Directors Members**

Chapter members who serve on officially recognized IABC district, regional, national, or international boards shall serve as ex officio members of the IABC/SC board of directors.

Expectations set forth for all other board members shall apply to ex officio board of director's members.

**Article 9. Operations**

**Section 1. Authority**

The board of directors shall have authority over the receipts, expenditures, and assets of IABC/SC.

**Section 2. Chapter Administration**

The IABC/SC Chapter Administrator will handle all necessary paperwork to conduct the business of the chapter, including, but not limited to, financial reports, legal documents and operations. This person will be paid an agreed-upon monthly stipend and adjusted with board of director's approval.

**Section 3. Fiscal Year**

The fiscal year of IABC/SC shall be January 1 - December 31.

**Section 4. Budget**

The board of directors shall adopt by February of each year an operating budget covering all anticipated activities of IABC/SC.

### **Section 5. Reserves**

Financial reserves as deemed appropriate by the board of directors shall be retained from chapter funds or developed to provide reasonable stability of finances.

### **Section 6. Compensation**

Board of director members shall not receive any compensation from IABC/SC for their services.

### **Section 7. Audits**

The accounts of IABC/SC shall be audited by a certified public accountant selected by the board of directors at least once every two years. The accountant shall provide a written report to the board of directors.

## **Article 10. Policy Manual**

### **Section 1. Policy Manual**

The board of directors shall maintain policies in accordance with the policy manual of the International Association of Business Communicators in support of these bylaws.

### **Section 2. Nondiscrimination**

IABC/SC shall not deny membership or membership privileges itself, on the basis of race, creed, religion, disability, sex, sexual preference, age, color, or national origin.

### **Section 3. Dissolution**

If the chapter is dissolved, IABC/SC shall use its remaining funds only to pursue the mission specified in these bylaws, and no part of said funds shall be distributed to members of IABC/SC except for professional services rendered above and beyond volunteer responsibilities, and then only with approval by the board of directors.

## **Article 11. Amendments**

### **Section 1. Amendments**

Proposed bylaw amendments must be submitted to the board of directors for review and approval via a quorum. The amended bylaws must then be approved by a quorum of the IABC/SC membership.

*Amended 6/18/2014: Changes approved by the IABC/SC Board of Directors at its June 2014 meeting. Amended bylaws were approved by membership vote in December 2014.*

*Amended: Changes approved by the Board of Directors of IABC/SC at its February 2005 meeting. They were mailed to the membership in March 2005 and approved via mail-back ballot vote.*