

BYLAWS of THE CANADIAN PUBLIC RELATIONS SOCIETY (CPRS) Edmonton

Article I

1. The name of the organization is the Canadian Public Relations Society (CPRS) Edmonton hereinafter referred to as the Edmonton Society.

1.1 The mailing address for the Edmonton Society shall be the selected address of the appropriate board member or a post office box maintained by the Edmonton Society, or the mailing address of the Secretary 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 Treasurer.

1.2 The Edmonton Society is one of several Member Societies of the Canadian Public Relations Society, Inc. (The National Society) and follows national standards. A Presidents' Council meets once a month comprised of Society Presidents across Canada. The Council shall be responsible to ensure ideas and best practices are consistent with the overall objectives of the National Society and are shared among the various Member Societies. The Presidents' Council may also raise issues or make recommendations to the National Board of Directors for discussion.

1.3 The Bylaws and Regulations of the Edmonton Society are the authoritative documents under which the Edmonton Society shall operate.

Article II

DEFINITION

2. Public Relations is a management function, which evaluates public attitudes, identifies the policies and procedures of an individual or organization with the public interest, and executes programs of action to earn public understanding and acceptance.

2.1 The Edmonton society, in keeping with the focus of our governing body, provides key benefits to its local membership.

Article III

MEMBERSHIP

3. The Edmonton Society shall consist of individuals in Edmonton and Northern Alberta who are engaged in public relations and communications (herein PR-Communications) work, who have met the Edmonton 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 Edmonton Society.

CLASSIFICATION OF MEMBERS

3.1 There are two classes of National Society members. These are called Voting and Non-Voting members.

3.1.1 Voting members are Full members, Accredited members, Fellows and Life members. Voting members must:

RESPONSIBILITIES

(1) be employed full time in PR-Communications shall either teach or administer a Member Society recognized course in PR-Communications, possess a PR-Communications diploma, certificate or degree or have retired from such employment in the case of Fellows and Life members only.

(2) behave in accordance with the bylaws and objectives of the member society and the national society, and

(3) remain in good standing with yearly membership fees.

RIGHTS

Voting members have the right to:

- (1) attend Edmonton Society or National Society professional development sessions at a discounted rate during the programming year,
- (2) attend and vote at member and national society special general meetings and/or Annual General Meetings,
- (3) vote by proxy, which can only be carried by another voting member, at member and national society special general meetings and/or Annual General Meetings,
- (4) receive members' only discounts and information, and
- (5) hold office in the Edmonton Society or the National Society.

3.1.2 Non-Voting members are Retired members, Associate members, Student members and Member Society defined Affiliate members (section 3.8). Non-voting members must:

RESPONSIBILITIES

- (1) behave in accordance with the bylaws and objectives of the member society and the national society, with the exception of Affiliate Members who are responsible to behave in accordance with the bylaws and objectives of the member society, and
- (2) remain in good standing with yearly membership fees.

RIGHTS

Non-voting members have the right to:

- (1) attend Edmonton Society or National Society professional development sessions at a discounted rate during the programming year, with the exception of Affiliate Members who can attend Edmonton Society professional development sessions at a discounted rate during the programming year, and
- (2) receive members' only discounts and information from the Edmonton Society and the National Society, with the exception of Affiliate Members who are eligible to receive members' only discounts and information from the Edmonton Society.

FULL MEMBER

3.2 Full members or applicants for full membership in the Edmonton Society shall be employed full time in PR-Communications, shall either teach or administer a Member Society recognized course in PR-Communications or hold a PR-Communications certificate, diploma or degree.

ACCREDITED MEMBER

3.3 Accredited members are members who have been granted accreditation by the National Society Accreditation Board. Members are eligible to become accredited by meeting the requirements set by the National Society Accreditation Board. To obtain or retain APR status, the individual must be an active or retired member in good standing.

FELLOW

3.4 Terms of entry are established by the National Board of Directors.

LIFE MEMBER

3.5 Life membership may be granted by the Edmonton Society to Voting members who have 30+ years' experience and who have made outstanding contributions to the advancement of either the Edmonton or the National Society and to public relations in general.

3.5.1 Life members of the Edmonton Society shall remain on the register of the Edmonton Society regardless of their place(s) of residence.

3.5.2 The Edmonton Society shall notify the National office in writing of the appointment of a Life member, and shall pay to the National Society a predetermined amount on behalf of each Life member. The National Society's Board of Directors shall establish the amount.

RETIRED MEMBER

3.6 Voting members may apply to transfer to the Retired Members category, provided

- (1) the applicant has been a member for a total period of not less than 10 full years, of which not less than five years have been at Full member status, and
- (2) he or she has retired from full time employment in public relations.

ASSOCIATE MEMBER

3.7 Associate members are non-voting members who are not employed full time in PR-Communications, or are employed in functions partially related to public relations i.e. advertising, fundraising etc.

AFFILIATE MEMBER

3.8 Under authority granted by the National Board of Directors, the Edmonton Society may accept Affiliate members. These members shall be individuals who have an interest in public relations and do not qualify for membership in the categories of Full member, Accredited member, Associate member, Retired member, Fellow or Life member. Affiliate members admitted by the Edmonton Society are aligned with the Edmonton Society alone and are not part of the National Society. Affiliate members have been employed less than two years full time in PR-Communications. After two years of membership at the Affiliate level, the member would be required to renew as a full member.

STUDENT MEMBER

3.9 Student members are individuals who do not qualify for voting member status and who are enrolled full-time in a course of studies that would lead them to a career in public relations. Upon graduation from their course of study, Student members may maintain their Student membership status for a period of 12 months and are eligible to pay the Student membership dues for that period of time. Student members admitted by the Edmonton Society are aligned with the Edmonton Society alone and are not part of the National Society.

CHANGE OF OCCUPATION

3.10 Members who leave the field of public relations retain all rights and privileges of membership, until the end of the membership year when they lose the right to vote or hold office

in both the National Society and the Edmonton Society when not employed full time in PR-Communications. These individuals can transition to an Associate membership.

MEMBERSHIP RESIGNATION

3.11 Members may resign at any time by notifying the Edmonton Society in writing.

UNIFORMITY OF QUALIFICATIONS

3.12 The National Society, through its duly appointed National Eligibility Committee, maintains a uniformly high standard of entrance qualifications on behalf of all Member Societies.

3.12.1 The National Society Eligibility Committee assesses all membership applications and submits its recommendations to the National Board of Directors for approval.

3.12.2 The National Eligibility Committee has the right to reject an application after fair and reasonable consideration. An applicant may appeal a National Eligibility Committee rejection to the National Board of Directors.

3.12.3 The Edmonton Society currently has the right to approve non-voting (such as affiliate) members eligibility.

ADMISSION

3.13 Admission to the National Society is by a resolution of the National Board of Directors.

PROCEDURE FOR REINSTATING MEMBERSHIP

3.14 The National Board of Directors may reinstate a former Edmonton Society member on the recommendation of the Edmonton Society. Applications are provided by the National Society and must be made to the Edmonton Society and processed in the same manner as any other membership application, and forwarded to the National Society, accompanied by payment of applicable membership dues.

METHOD OF PROCESSING APPLICATIONS

3.15 All applications for membership in the Edmonton Society shall be made to the National Society.

RIGHT OF REFUSAL

3.16 The Edmonton Society has the right to reject an application after fair and reasonable consideration, and after a two-thirds vote of the Edmonton Society's Board of Directors upholding the rejection decision.

3.17.1 No applicant rejected by the Edmonton Society shall be considered by the National Board of Directors for membership. All such applications shall be maintained in the records of the Edmonton Society for reference purposes.

CERTIFICATES

3.17 Certificates and/or membership cards are provided by the National Society for Full Members, Accredited Members, Life Members and Fellows.

EXCLUSIONS

3.18 Membership in the National Society and the Edmonton Society is granted to individuals only and may not be used by companies and organizations.

TERMINATION OF MEMBERSHIP

3.19 If a member has reason to believe that another member has engaged in unethical or unfair practices, including practices in violation of the CPRS Code of Professional Standards, the member with the concern will inform the Edmonton Board of Directors. If the issue cannot be resolved, the proper authorities of the National Society will be notified for action in accordance with procedures set forth in the Regulations of the Canadian Public Relations Society, Inc.

Article IV

ANNUAL MEMBERSHIP DUES

4. All members shall pay their membership dues annually to the National Society, at rates set annually by the National Society's Board of Directors.

EDMONTON DUES

4.1 Edmonton Society membership dues shall be decided annually by the Edmonton Society Board of Directors and approved at either the Annual General Meeting, a Special General Meeting or by proxy. The Edmonton Society Board shall review Student membership dues annually and make changes as necessary.

CONFIRMATION OF DUES

4.2 Edmonton Society dues will be confirmed by written notice from the National Society's head office 30 days before the notice of dues is sent to all members.

NATIONAL SOCIETY DUES

4.3 National Society dues are established by the National Board of Directors, subject to ratification at an annual general meeting or special general meeting.

Article V

ADMINISTRATION

5. The administration of the Edmonton Society shall be vested in a Board of Directors, consisting of no less than six voting Full members (President, President-Elect, Past President, Treasurer, Secretary, Accreditation, Programming, Membership and Communications). Members of the Board may be elected, if an election is required (see Article VI of these bylaws), or acclaimed. Other committees may be created but will not be active members of the local board of directors.

TERM OF OFFICE

5.1 To maintain continuity on the Board of Directors of the Edmonton Society, the President and President-Elect shall each serve for a term of one to two years (from June of one year to July 1 two years later). Elections shall be conducted at the Annual General Meeting or a Special General Meeting. If an election is not required, confirmation of the new Directors shall be announced at the Edmonton Society's Annual General Meeting (see Article 10.1 Annual General Meeting).

5.1.1 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.

POWERS OF BOARD

5.2 The Board shall have full power to administer the business affairs of the Edmonton Society, including, but without limiting the generality of the foregoing:

5.2.1 Control over all financial accounts and disbursements;

5.2.2 Power to appoint committees;

5.2.3 Power to fill casual vacancies on the Board.

BORROWING POWERS

5.3 For the purpose of carrying out its objectives, the Edmonton Society may borrow, raise or secure the payment of money in such manner as it sees fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Edmonton Society, and in no case shall debentures be issued without the sanction of a special resolution of the Edmonton Society.

EXECUTIVE COMMITTEE

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

5.4.1 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.

REMOVING DIRECTORS

5.5 Officers and directors may be removed for cause by a majority of directors at a duly called meeting of the Edmonton Society Board.

Article VI

ELECTION OF DIRECTORS

6. Ideally no member shall be eligible to hold office on the Board unless he or she has been a member in good standing at least 12 months, and continues to remain a member in good standing throughout his or her term. 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.

PRESIDENT

6.1 No member shall be eligible for the presidency unless he or she has held a previous term as a Director, unless this requirement is waived by a unanimous vote of the Board.

6.1.1 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.

NOMINATING COMMITTEE

6.2 Nominations for elective members of the Board shall be made by a Nominating Committee appointed by the Board, composed of no less than the President and Past-President and/or the President-Elect. All representatives of the Nominating Committee must be Voting Members in good standing of the Edmonton Society.

6.2.1 The nominating committee shall nominate at least the number of candidates required to fill the vacancies, which exist on the Board of Directors at the end of the program year.

NOMINATING COMMITTEE REPORT

6.3 The report of the nominating committee shall be delivered to the Secretary at least one month prior to the Annual General Meeting.

6.3.1 The Secretary shall send a copy thereof to each member in good standing together with the notice calling the meeting and a copy of Article VI of these Bylaws, not later than 30 days prior to the Annual General Meeting; voting cards, however, will be distributed to each Voting Member in good standing, as per article 6.5, at the beginning of the Annual General Meeting.

OTHER NOMINATIONS

6.4 Nominations for the Board of Directors also may be made up to two weeks before the Edmonton Society's Annual General Meeting. Members in good standing may nominate themselves.

6.4.1 Such nominations shall be made in writing, signed by the nominator and nominee, and submitted to the Secretary no later than two weeks prior to the Annual General Meeting.

VOTING CARDS

6.5 If an election is required for a position to be determined between two or more qualified candidates, the Secretary shall prepare voting cards containing the names of all members nominated for the Board and shall, distribute to each Voting Member of the Edmonton Society at the Annual General Meeting.

6.5.1 Such voting cards and no other shall be used for recording the vote of each member for the election of Directors. The Board of Directors shall determine the form of the voting card used and the regulations governing its use.

6.5.2 If, however, on a voting card there is more than one vote for any vacant position, then that voting card will be declared void.

SCRUTINEERS

6.6 Not less than three days prior to the Annual General Meeting, the Board shall appoint a Committee of Scrutineers, composed of at least three members in good standing who will be strictly governed in their procedure by instructions laid down by the Board.

6.6.1 Neither members of the retiring Board nor members nominated for the incoming Board shall be eligible to serve as scrutineers.

DELIVERY OF VOTING CARDS

6.7 The completed voting cards referred to in sections 6.5 and 6.6 of this article shall be delivered to the scrutineers prior to the opening of the Annual General Meeting, for the purpose of ascertaining which members have been elected to the Board.

SCRUTINEER'S REPORT

6.8 The reading of the report of the Committee of Scrutineers shall be the last item of business of the Annual General Meeting.

CASUAL VACANCIES

6.9 The Board of Directors may appoint qualified members (as outlined in Article V) of the Edmonton Society to fill casual vacancies on the Board of Directors created by resignation, death, transfer or other causes.

6.9.1 Similarly, the Board of Directors may also appoint one of its members to fill a casual vacancy on its Executive Committee.

6.9.2 Any appointment to the Board of Directors and/or Executive Committee shall serve only until the next succeeding general meeting of members held for the purpose of electing a Board or Directors.

Article VII

ELECTION OF OFFICERS

7. The full voting membership shall elect from among their number the following executive committee members prior to the end of the year: President-Elect, Secretary and Treasurer. This election will take place at the Annual General Meeting or a Special General Meeting in conjunction with the election of Directors. An Ex-Officio position is to be filled each year by a Student Member. This position is elected by students in Public Relations or Communications post-secondary programs and the final decision is made by the Edmonton Society Board.

Article VIII

DUTIES OF OFFICERS

8

PRESIDENT

8.1 The President shall be the chief executive officer of the Edmonton Society.

8.1.1 He or she shall preside at all meetings of the Board, of the Executive Committee of the Board and of the Edmonton Society

8.1.2 He or she shall see that the Bylaws of the Edmonton Society are enforced, and shall perform all other duties that may be assigned from time to time by the Board of Directors.

8.1.3 He or she shall be an ex-officio member of all committees.

PRESIDENT-ELECT

8.2 The President-Elect shall act as assistant to the President and in his or her absence shall assume the duties and exercise the authority of the President. He or she shall have such further and specific duties as may be prescribed by the Board including liaison with post-secondary institutions.

SECRETARY

8.3 The Secretary shall, under the direction of the Board, perform such duties as usually appertain to this office, such as keeping minutes, conducting correspondence, issuing notice of meetings and other such duties as may be assigned by the Board.

TREASURER

8.3 The Treasurer shall have charge of all the funds of the Edmonton Society and shall deposit them in an incorporated bank or credit union approved by the Board. Out of such funds he or she shall pay amounts approved by the Board, keep a regular account of the income and expenditures of the Edmonton Society, submit an unaudited statement reviewed by a designated member (s) to assure due diligence, thereof for presentation to the Annual General Meeting covering the year's financial transactions, or at any other time required by the Board, and perform other duties as may be assigned by the Board.

SIGNING AUTHORITY

8.4 The President, President-Elect or the appropriate member of the Edmonton Society's Board of Directors shall sign all written contracts and obligations which have been approved by the Board. The Treasurer, along with either the President or President-Elect shall make all financial transactions in the name of the Edmonton Society. Cheques made payable by the Board shall require two signatures consisting of any of the President, President-Elect or Treasurer.

Article IX

COMMITTEES

9. To assist the President and the Board in the management of the business and affairs of the Edmonton Society, there shall be appointed annually certain standing committees such as Membership, Accreditation, Communication, and Professional Development & Programming. The committees for Membership, Communications and PD & Programming will be formed each year, the other committees are to be struck based on identified need at the discretion of the current board. Additional committees may be appointed as deemed necessary by the Board.

COMMITTEE CHAIRPERSONS

9.1 The chairpersons of these committees shall be determined by the board and must be members of the Board of Directors in a voting capacity. Terms of reference shall be furnished to chairpersons of all standing committees.

COMMITTEE VOLUNTEERS

9.2 Committee volunteers must be members in good standing of the Edmonton Society, receiving no remuneration for their services.

DUTIES, POWERS OF COMMITTEES

9.3 These committees shall perform the duties assigned to them within the time specified, and will report to the Board.

COMMITTEE QUORUM

9.4 A majority of any committee, either standing or special, shall constitute a quorum for the transaction of business. The members of all committees shall be appointed by the respective chairpersons.

COMMITTEE EXPENDITURES

9.5 Proposed expenditures for any committee activities shall be submitted in budget form and approved by the Board before the expenditure is incurred.

REMUNERATION

9.6 Directors, officers, committee members and voting and non-voting members shall not receive remuneration for their services.

Article X

MEETINGS OF THE SOCIETY

ANNUAL GENERAL MEETING

10. The Annual General Meeting of the Edmonton Society shall be held not later than 90 days following the conclusion of the fiscal year, the place, date and time to be decided by the Board, but no later than the last professional development event of the program year. This meeting will be held for the receiving of audited financial reports and the transaction of any other business as may properly come before it. The Annual General Meeting will be held to conduct the business of voting in or confirming the coming year's Board of Directors. In the event that more than one individual is presented for a position on the Board of Directors, voting cards will be handed out to conduct an election during the Annual General Meeting for that position as outlined in section 6.5. In the event that only one candidate is presented for a respective position on the Board of Directors, the members present at the Annual General Meeting will be asked to approve the appointment with a show of hands of that individual to the respective position. The Board of Directors shall agree the time and place of the Annual General Meeting, and notice of the meeting shall be sent to members in accordance with item 10.4.1 (no later than three weeks prior to the event).

SPECIAL GENERAL MEETINGS

10.2 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.

10.2.1 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 MEETINGS

10.3 A quorum for any general meeting of the Edmonton Society shall consist of not less than 10 per cent of the members in good standing attending in person or by proxy.

10.3.1 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.

10.3.2 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 except where prohibited by the bylaws.

NOTIFICATION OF MEETING

10.4 Notification e-mailed to the last known address of each member at least seven days preceding the date of a special general meeting, indicating the business to be transacted thereat, shall be deemed sufficient.

10.4.1 In the case of the Annual General Meeting, notification shall be e-mailed at least three weeks prior thereto.

Article XI

MEETINGS OF THE BOARD

11. The Board shall hold meetings at least once every two months (preferably once a month) for the transaction of the business and affairs of the Edmonton Society, on a day to be fixed by the Board, or at the call of the President.

SPECIAL MEETINGS

11.1 Special meetings may be held upon the written request of any three members of the Board.

11.1.1 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.

BOARD QUORUM

11.2 A majority of the Board shall constitute a quorum and, except where otherwise specified in these Bylaws, 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. Fifty per cent (50%) of the number of members of the Board shall constitute a quorum for meetings of the board.

NOTIFICATION MEETINGS

11.3 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.

11.4 Each member of the Board shall attend a minimum of two-thirds (66%) of the meetings of the Board held in any one (1) year.

11.5 A continuing Board member who misses three or more Board meetings during the program year will be asked by the President to reaffirm his or her intention to fulfill the obligations as a member of the Board, or to resign.

11.6 Executive committee members may be removed by a vote of no less than two-thirds (66%) of the Board.

Article XII

AMENDMENTS TO BYLAWS

12. 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 of the Edmonton 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 (75%) of the voting members attending the Annual General Meeting or the special general meeting.

Article XIII

FISCAL YEAR

13. The fiscal year of the Edmonton Society will be from April 1 to March 31. The rotation of officers and the operating year of the Edmonton Society is July 1 to June 30.

Article XIV

ACCREDITATION BOARD

14. Refer to National Society Bylaws, Article VI, Section 4, as well as Regulations, Part 7.

Article XV

ANNUAL AUDIT

15. The books, accounts and records of the Treasurer shall be audited at least once each year by duly qualified accountants or by an Accredited, Full member of the Edmonton Society in good standing elected or appointed for that purpose at the Annual General Meeting.

15.1 A complete and proper statement of the standing of the books for the previous year shall be submitted by said reviewer to the Edmonton Society Treasurer to be reported at the Annual General Meeting of the Edmonton Society, and/or e-mailed to the membership.

INSPECTION OF BOOKS

15.2 The books and records of the Edmonton Society may be inspected by any member of the Edmonton 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 Treasurer having charge of same. Each member of the Board shall at all times have access to such books and records.

Dated: May 13, 2019

Signed:

<hr/> Signature <hr/> <u>Josie Hammond- Thrasher, President</u> Printed name	<hr/> Address <hr/> City & Postal Code
<hr/> Signature <hr/> <u>Lyn Brown, Vice-President</u> Printed name	<hr/> Address <hr/> City & Postal Code
<hr/> Signature <hr/> <u>Catherine Hoac, Treasurer</u> Printed name	<hr/> Address <hr/> City & Postal Code
<hr/> Signature <hr/> <u>Peter Haight, Secretary</u> Printed name	<hr/> Address <hr/> City & Postal Code

Witness

<hr/> Signature <hr/> Printed name	<hr/> Address <hr/> City & Postal Code
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