



CANADIAN PUBLIC RELATIONS SOCIETY TORONTO INC.

BYLAWS

And

REGULATIONS

ARTICLE 1 – NAME AND DESCRIPTION

1. The name of this organization shall be THE CANADIAN PUBLIC RELATIONS SOCIETY TORONTO, INC. hereinafter referred to in this document as the “Society”.
2. The Society perpetuated the Public Relations Association of Ontario, established in 1948.
3. The Society is a member body of the national body incorporated under the provisions of the Canada Not-for-profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time, under the name of the Canadian Public Relations Society, Inc. (La Société canadienne des relations publiques, Inc.), hereinafter referred to in this Constitution as the “National Society”.

ARTICLE II –MISSION

As Canada's leading public relations and communications management association, we serve our members and advance our profession by providing career-enhancing accreditation, professional development, educational and networking programs, national member services and benefits and collaboration with professional associations in other countries to raise standards, share knowledge, strengthen the professional community and advocate public relations in the public interest.

ARTICLE III DEFINITIONS:

The following definitions shall be accepted for the purpose of The Act and these Bylaws:

1. Annual meeting: a general meeting of the Society declared the annual meeting in accordance with the procedure established by the Bylaws.
2. Board: The Board of Directors of the Society.
3. Director: A member of the Board.
4. Elected Director: one of the 13 members elected to the Board.
5. General meeting: any meeting at which a quorum of voting members is present and declared to be a general meeting in accordance with the procedure established in the Bylaws.
6. Member: Any member belonging to The Society and/or National Society, regardless of member.
7. National Society or The National Society: The Canadian Public Relations Society, Inc. (La Société canadienne des relations publiques, Inc.)
8. Public relations: the definition of public relations shall be the same as set out in the Bylaws of the National Society, i.e. Public relations is the strategic management of relationships between an organization and its diverse publics, through the use of communication, to achieve mutual understanding, realize organizational goals, and serve the public interest.
9. Society or The Society: The Canadian Public Relations Society (Toronto), Inc.
10. Voting member: Any person belonging to The Society who is eligible to vote on Society business according to the Bylaws.

ARTICLE IV – MEMBERSHIP

1. The membership of the Society shall consist of individuals who have met the National Society qualifications required for membership.
2. The granting of membership in the Society indicates that the individual will abide by the Constitution and Bylaws of the Society.
3. **CATEGORIES OF MEMBERS**
There shall be two categories of members in The Society. These shall be called Voting Members, each of whom shall be entitled to one vote at a meeting of the members and

Non-Voting members, each of whom shall not be entitled to vote at a meeting of members, in accordance with the duly approved Regulations of the Society.

ARTICLE V – BOARD OF DIRECTORS

1. The business and affairs of the Society shall be vested in a Board of Directors consisting of:
 - (i) thirteen elected directors
 - (ii) the immediate past president
 - (iii) student representative (non-voting)
2. The election of the Board of Directors shall be in accordance with the Bylaws.
3. **Remuneration of Directors**

The Directors shall serve without salary or remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. Notwithstanding, from time to time, travel costs may be subsidized as required and pursuant to formulae established by the Board.

ARTICLE VI – OFFICERS

1. The officers of the Society shall be the president, first vice-president, second vice-president, treasurer, and secretary.
2. All officers must be elected directors of the Society.

Eligibility

The Directors and Officers of the National Society shall have the following credentials:

- (i) Board members must be Accredited Members or have a minimum of five (5) years' Membership in the National Society; a minimum of one (1) years' experience on a Member Society Board or National Council, Committee or Task Force; and be current Members of the National Society in good standing. Board members must also have knowledge of national affairs and issues which are relevant to the business and affairs of the National Society.

(ii) Any Accredited Member shall be eligible for any one of the Offices of President and Vice-President. An Accredited Member shall be as defined in Article IV, Section 1 of the National Society Bylaws.

(iii) For greater certainty, all Officers must be Accredited Members of the National Society.

3. All officers shall be elected in accordance with the Bylaws.

4. **Protection of Directors and Officers**

No director, officer or committee member of the Society is liable for the acts, neglects or defaults of any other director, officer, committee member or employee of the Society or for joining in any receipt or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

(i) complied with the Act and the Society's articles and bylaws; and

(ii) exercised their powers and discharged their duties in accordance with the Act.

5. **Conflict of Interest**

A director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction with the Society, or has a real, potential or perceived conflict of interest in relation to his or her duties as a director of the Society, shall make the disclosure required by the Act. Except as provided by the Act, any such director shall refrain from influencing others on the

matter prior to the meeting, shall not speak to the matter at meetings and shall abstain from voting on any resolution to approve any such contract or transaction.

ARTICLE VII – BOARD MEETINGS

Regular meeting of the Board of Directors shall be held in accordance with the Bylaws.

ARTICLE VIII – SOCIETY MEETINGS

Society meetings shall be held at such times and places as set out in the Bylaws.

Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Ontario Not-for-Profit Corporation Act (the Act) or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

ARTICLE IX – FISCAL YEAR

The Society or fiscal year ends on June 30th and begins on July 1st in each calendar year.

ARTICLE X – FEES AND DUES

Society fees, dues and charges shall be levied in the manner prescribed in the Bylaws.

ARTICLE XI – COMMITTEES

Standing and special committees shall be appointed as set out in the Regulations.

ARTICLE XII – CODE OF PROFESSIONAL STANDARDS

All Members of the Society shall comply with the Code of Professional Standards as stipulated in the National bylaws.

ARTICLE XIV – BYLAWS

Bylaws shall be established by which the Board of Directors and members shall be governed.

ARTICLE XV – AMENDMENTS

1. The Constitution and Bylaws of the Society may be amended in the following manner:
 - (i) Eighty per cent affirmative vote of the Board of Directors, and,
 - (ii) ratification at a general meeting of the Society by a majority vote of the members present who are eligible to vote, and,

- (iii) providing 30 days' notice of such meeting has been given to members.

BYLAWS

ARTICLE 1 – MEMBERSHIP

1. Admission to the National Society shall be by approval of its Executive Director, with the exception of student member applications, which shall be approved by The Society's Membership Director and Board of Directors.
2. An applicant or a concerned Society member may appeal the Executive Director's decision to the Board of the National Society.
3. An honorary life membership in the Society may be granted by the Board to any member of the Society under the following conditions and terms:
 - (i) The Board shall elect such a member by an 80 per cent vote.
 - (ii) The member shall have rendered outstanding service to the Society.
 - (iii) The member shall have retired from his or her regular activity in the field of public relations.
 - (iv) The honorary life member shall have a vote on Society matters.
 - (v) The honorary life member shall not be eligible for election or appointment to the Board but shall be eligible for appointment to all committees.

4. Membership Classification

Membership shall be classified as follows:

<p>FULL <i>Toronto + National</i> Any individual working full-time in public relations or teaching public relations full-time at a CPRS-recognized education program.</p>	<p>AFFILIATE <i>Toronto + National</i> Any individual employed full-time in public relations for <2 years.</p>	<p>AFFILIATE <i>Toronto</i> Any individual new to full-time or part-time public relations practice that graduated from a CPRS-recognized education program within the <3 years.</p>
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<p>STUDENT <i>Toronto</i> Any full-time or part-time student currently enrolled in a CPRS-recognized education program, or any affiliate, full or retired member returning to full- or part-time studies in a CPRS-recognized education program.</p>	<p>RETIRED <i>Toronto + National</i> A former Full member of CPRS Toronto that is retired from full-time public relations practice.</p>	<p>ASSOCIATE <i>Toronto + National</i> Any graduate of a CPRS-recognized full-time education program not practicing public relations full-time, or any individual not working in public relations.</p>
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5. PROFESSIONAL CONDUCT & DISCIPLINE OF MEMBERS

All Members of CPRS shall comply with the Code of Professional Standards, which shall set out the conduct expected of Members.

The Code shall be established and may be amended by the Board of Directors. The Board of Directors shall have authority to suspend or expel any Member from CPRS for any one or more of the following grounds:

- (i) violating any provision of the Articles, Bylaws, the Code of Professional Standards or written policies of CPRS;

- (ii) carrying out any conduct which may be detrimental to CPRS as determined by the Board of Directors in its sole discretion; and
- (iii) for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of CPRS

6. RESIGNATION & EFFECT OF TERMINATION OF MEMBERSHIP

- (i) Members may resign at any time by notifying the National Society in writing.
- (ii) Membership fees will not be refunded in whole or in part, nor carried forward.
- (iii) Subject to the Articles, upon any termination of membership (by expulsion, resignation or otherwise), the rights of the Member including any rights in the property of the Corporation, automatically cease to exist.

ARTICLE II – PROFESSIONAL CONDUCT AND DISCIPLINE OF MEMBERS

All Members shall comply with the Code of Professional Standards, which shall set out the conduct expected of Members.

The National Society Board of Directors has the authority under Article III of the National Society By-laws to suspend or expel any Member for any one or more of the following grounds:

- (i) violating any provision of the Articles, By-laws, the Code of Professional Standards or written policies of The Society or The National Society;
- (ii) carrying out any conduct which may be detrimental to The Society or The National Society as determined by the Board of Directors in its sole discretion; and
- (iii) for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of CPRS

ARTICLE III –BOARD OF DIRECTORS

1. The Board of Directors shall consist of:

- (i) Thirteen voting members elected annually by the voting members.
 - (ii) The immediate past president of the Society.
 - (iii) Student representative (non-voting)
2. The business and property of the Society shall be vested in the Board.
 3. The Board shall be the governing body of the Society.

ARTICLE IV- NATIONAL REPRESENTATION

The Society shall be represented at the National level by the Toronto Society's president, for example as a member of the Presidents' Council.

ARTICLE V –OFFICERS

1. The officers of the Society shall consist of the president, first vice-president, second vice-president, treasurer and secretary, appointed annually except for the president's position which is also one year but once renewable at the incumbent's option.
2. The officers shall be elected directors at a time and in a manner set out in the Bylaws. The president shall be head of the Society and shall carry out the following functions:
 - (i) Preside at all meetings of the membership and the Board of Directors and see that the bylaws of the Society are observed.
 - (ii) Appoint all committee chairs subject to the concurrence of the Board.
 - (iii) Serve as an ex-officio member of all committees.
 - (iv) Act as the official spokesperson for the Society or delegate a member to act as spokesperson for the Society.

- (v) Appoint the executive committee with approval of the Board in accordance with these bylaws.
3. The first vice-president shall:
 - (i) Act for the president on request
 - (ii) Act for the president when the president is unable to perform presidential duties.
 - (iii) Carry out duties assigned by the president
 4. The second vice-president shall:
 - (i) Carry out such duties as assigned by the president
 5. The treasurer shall:
 - (i) Be responsible for the accounting of all monies collected or disbursed.
 - (ii) Present interim financial reports at the request of the Board.
 - (iii) Present an annual statement, certified as to audit, to the annual meeting of the membership.
 - (iv) Recommend to the Board an accredited auditor for the purpose of auditing the accounts prior to the annual meeting.
 - (v) Be custodian of the Society's investments.
 - (vi) Establish with the Society's bank, signing authority of at least two persons, one of whom may be the executive secretary retained by the Society, and the other the treasurer and/or any other officer.
 - (vii) Have the authority, with the concurrence of the Board, to establish a petty cash account for the administrative office.
 6. The secretary shall:

- (i) Keep or cause to keep the Society roll.
 - (ii) Keep or cause to keep a record of all official proceedings of the Society and its Board of Directors.
 - (iii) Be responsible for all Society notices.
 - (iv) Be responsible for all Society reports including those officially required by the provincial government.
 - (v) the Board may make an appointment or delegate authority to ensure that (i) – (iv) is done.
7. Should any officer leave office during the course of the year, the Board shall elect another director to fulfill the duties of that officer until such time as the post is filled by election at the inaugural board meeting following the next annual general meeting.
8. The Board may, from time to time vary, add to or limit the powers and duties of any officer and may delegate the specific duties of any officer as required to meet the needs of the Society.

ARTICLE VI – BOARD MEETINGS

1. Board Quorum

Any seven directors of the Board shall constitute a quorum. A simple majority shall call all votes. (i.) Board meetings shall be held at least eight times a year at the request of an officer and two directors of the Board or at the request of a majority of the directors of the Board, providing that written notice has been given to all members of the Board with the purpose stated, at least one week in advance.

2. Participation by Telephone or Other Communications Facilities

If all of the directors of the Society consent, a director may participate in a meeting of the Board or of a committee of directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A director participating by such means is deemed to be present at that meeting.

ARTICLE VII General Meetings

A Society general meeting shall be called at times and places as designated by the Board of Directors for any purpose that the Board of Directors decide will further the work of the Society or by the president at any time 23 members are present, provided in both cases that 30 days advance written notice has been given to members.

1. The annual general meeting shall be for the purpose of:
 - (i) Receiving the president's report.
 - (ii) Receiving the treasurer's audited report.
 - (iii) Receiving committee reports.
 - (iv) Electing the Board of Directors.
 - (v) To carry out any other business that the Board desires.

ARTICLE VIII – FEES AND DUES

1. Membership dues shall consist of two components – National Society and The Society:
 - (i) Levied annually on membership anniversary date.

- (ii) The Toronto Society's component shall be recommended by the Board to the general membership for approval.
 - (iii) In force until amended by the Board and approved by a majority of the membership at a general meeting.
 - (iv) Invoiced by the National Society.
2. Failure to invoice shall not relieve the member from the responsibility of paying the dues.
 3. Sixty days after the date of invoice by the National Society, a letter to a member whose dues are unpaid shall be notice that suspension may follow if payment is not received by the Society.
 4. See Part IV, Sec. 13 National Regulations

ARTICLE IX – NOMINATIONS AND ELECTIONS

1. Nominations and elections to the Board of Directors and election of officers shall be carried out each year in the following manner:
 - (i) The Nominating Committee will present to the voting members a proposed slate of directors not less than 45 days in advance of the annual meeting.
 - (ii) Additional nominations will be accepted by the Nominating Committee until 30 days in advance of the annual meeting.
 - (iii) All additional nominations mentioned in (ii) must conform with the Bylaws of the Constitution.
 - (iv) If additional nominations are received by the specified deadline, the membership shall be notified in advance of the annual general meeting that a ballot election will take place. Official proxy forms will be mailed to the membership. Ballots will be distributed to voting members at the annual general meeting. Two

scrutineers shall be appointed by the Nominating Committee chairman.

- (v) Immediately following the annual general meeting, the newly elected Board shall hold an inaugural meeting to:
 - (a) Elect officers; slate presented by nominating committee.
 - (b) Appoint bank signing officers.
 - (c) Appoint Executive Committee.
 - (d) Retain an Executive Secretary who may be paid a salary and who shall not be a member of the Society.
- (vi) If a director resigns during the year, the Board shall appoint a replacement from the membership. If the director is an officer, the Board shall elect a replacement from amongst its remaining members.

ARTICLE X – COMMITTEES

1. Standing and special committees of the Society shall be determined by the Board of Directors.
3. The chairperson of standing and special committees shall be appointed by the president and shall be ratified by the Board.
2. Directors shall be appointed to liaise with committees.
3. The members of each committee shall be at the discretion of the committee chairperson except for:
 - (i) The Judicial Committee shall consist of five members who are required to sign a confidentiality or non-disclosure agreement. The chair shall be a past-president of the Toronto Society and an accredited member with at least seven years' experience. The chair shall be appointed by the Society President. Four other members who are accredited members but not current board members and each have at least seven

years' experience, shall be appointed by the Chair. Members shall be appointed from the government, corporate, not-for-profit and consultancy sectors; one member shall be from the same sector as the member against whom the complaint has been made.

- (ii) The Nominating Committee shall consist of three voting members including the chairperson, who shall be a past president.. Members cannot run in elections
 - (i) The Executive Committee shall consist of the officers plus the immediate past president.
4. The terms of reference for each committee shall be provided to each committee chairperson after approval by the Board. Terms of Reference shall be included in the Society's Regulations.
 5. All committees shall be responsible to the Board and shall report to the Board through its chairperson and responsible director.
 6. Committees shall be appointed to perform their duties from July 1 – June 30 each year.
 7. The President is an ex-officio member of all committees.

ARTICLE XI Adoption and Amendment of By-laws

1. The Constitution and Bylaws of the Society may be amended in the following manner:

- (i) Eighty per cent affirmative vote of the Board of Directors, and,
- (ii) ratification at a general meeting of the Society by a majority vote of the members present who are eligible to vote, and,
- (iii) Providing 30 days' notice of such meeting has been given to members.

2. Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

3. Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

ARTICLE XII Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Revised: September, 1986

Revised: May 19, 1994

Revised: April 6, 2006

Approved: May 25, 2006

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