



CANADIAN PUBLIC RELATIONS SOCIETY (TORONTO) INC.

BYLAWS

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), (the Act) 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 these bylaws as the "National Society."

ARTICLE II –MISSION

Our mission is to strengthen the communications industry in the Greater Toronto Area (GTA) by providing leadership on best practices, ethics, diversity and inclusion while providing professionals, students and new Canadians with awards of excellence, certifications, networking and professional development.

ARTICLE III DEFINITIONS:

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

1. Society: The Canadian Public Relations Society (Toronto) Inc.
2. National Society: The Canadian Public Relations Society Inc. (La Société canadienne des relations publiques Inc.)
3. Board: The board of directors of the Society.

4. Director: A member of the board.
5. Elected director: one of the 15 members elected to the board.
6. Member: Any member belonging to the Society and/or the National Society, regardless of category.
7. Voting member: Any person belonging to the Society who is eligible to vote on the Society's business according to the bylaws.
8. Annual general meeting: a general meeting of the Society declared the annual general meeting in accordance with the procedures established by the bylaws.
9. General meeting: any meeting at which a quorum of voting members is present and declared to be a general meeting in accordance with the procedures established in the bylaws.
10. 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."

ARTICLE IV – MEMBERSHIP

1. The membership of the Society shall consist of individuals who have met the National Society qualifications required for membership. 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. The granting of membership in the Society indicates that the individual will abide by the bylaws of the Society.
3. 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 these bylaws.

4. An applicant or a concerned Society member may appeal the executive director's decision on membership to the board of directors of the National Society.
5. An honorary life membership in the Society may be granted by the board of directors to any member of the Society under the following conditions and terms:
 - i) the board of directors 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 of directors but shall be eligible for appointment to all committees.

6. Membership shall be classified as follows:

Member Categories

FULL	LIFE	STUDENT
<i>Toronto + National</i> Any individual working full-time in public relations or teaching public relations full-time at a CPRS-recognized education program. Full members are entitled to vote at general meetings.	<i>Toronto + National</i> Any member who has met the requirements of the Society or the National Society as a life member. Life members are entitled to vote at general meetings.	<i>Toronto</i> Any full-time or part-time student currently enrolled in a CPRS-recognized education program, or any member of any category returning to full- or part-time studies in a CPRS-recognized education program. Student members are not entitled to vote at general meetings.

7. Members may resign at any time by notifying the National Society in writing.

- i) membership fees will not be refunded in whole or in part, nor carried forward
- ii) 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 V – PROFESSIONAL CONDUCT AND DISCIPLINE OF MEMBERS

1. All members shall comply with the Code of Professional Standards, which sets out the conduct expected of members.
2. The National Society board of directors has the authority to suspend or expel any member 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 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 of the National Society in its sole discretion, and
 - iii) for any other reason that the board of directors of the National Society, in its sole and absolute discretion considers to be reasonable, having regard to the purpose of CPRS.

ARTICLE VI – BOARD OF DIRECTORS

1. The business and affairs of the Society shall be vested in a board of directors consisting of:
 - i) fifteen 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. The board of directors shall be the governing body of the Society.
4. The board of 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.

5. 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 of directors 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 bylaws; and
 - ii) exercised their powers and discharged their duties in accordance with the Act.
6. 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 – OFFICERS

1. All officers must be elected directors of the Society and shall be elected in accordance with the bylaws.
2. Officers of the Society should have a minimum of five years'

membership in the Society, and be current voting members of the Society in good standing.

3. The officers of the Society shall be the president (or co-presidents), vice-president (in cases with a single president), treasurer, and secretary.

- i) the officers of the Society shall consist of the president (or two co-presidents), vice-president (in the event there is one president), treasurer and secretary, appointed annually except for the president's position which is a one year appointment, or a two-year appointment if co-presidents are appointed
- ii) a single president can have her/his term renewed once with a majority vote of the board of directors. Two-year terms for co-presidents are not renewable
- iii) the officers shall be elected directors of the Society, and their status as officers shall be determined at the inaugural board meeting after the annual general meeting

4. The president (or co-presidents) shall chair the board of directors and carry out the following functions:

- i) preside at all meetings of the membership and the board of directors and ensure that the bylaws of the Society are observed
- ii) appoint all committee chairs subject to the concurrence of the board of directors
- iii) serve as an ex-officio member of all committees
- iv) act as an official spokesperson for the Society or delegate a member to act as a spokesperson for the Society
- v) appoint officers of the Board with approval of the board of directors in accordance with these bylaws

B. When appointed, a 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

- C. 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 of directors
 - iii) present an annual statement, certified as to audit, to the annual general meeting of the membership
 - iv) recommend to the board of directors an accredited auditor for the purpose of auditing the accounts prior to the annual general 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 or executive director retained by the Society, and the other the treasurer and/or any other officer
 - vii) have the authority, with the concurrence of the board of directors, to establish a petty cash account for the administrative office
- D. The secretary shall:
- i) keep or cause to keep the Society's 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 of directors may make an appointment or delegate authority to ensure that (i) – (iv) is done
5. Should any officer leave office during the course of the year, the board of directors shall elect another director to fulfill the duties of that officer until such time as the post is filled at the inaugural board meeting following the next annual general meeting.
6. From time to time, the board of directors may 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 VIII- NATIONAL REPRESENTATION

The Society shall be represented at the National Society by the president, or co-presidents, as a member of the National Society's presidents' council.

ARTICLE IX – BOARD OF DIRECTOR MEETINGS

Regular meeting of the board of directors shall be held in accordance with the constitution and bylaws.

1. Any seven directors of the board of directors shall constitute a quorum, whether attending in person or remotely. A simple majority shall carry all votes, subject to the exceptions outlined in these bylaws. Board meetings shall be held at least eight times per fiscal year. Special meetings may be called 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 of directors with the purpose stated, at least one week in advance.
2. Directors may participate in a meeting of the board of directors 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 X – GENERAL MEETINGS

The Society's annual general meeting shall be called at a time and place as designated by the board of directors, provided that 30 days' advance written notice has been given to members. Ten per cent or proportion representation of voting members present in person or by proxy shall constitute quorum. Participation of members at the meeting may be by telephonic, electronic or other communication facility.

1. The annual general meeting shall be for the purpose of:

- i) receiving the president's (or co-presidents') 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 of directors desires

The directors may call a special general meeting of the members. The board shall convene a special meeting on written requisition of not less than one-tenth of voting members for any purpose connected with the affairs of the Society within 21 days from the date of the deposit of the requisition.

Not less than 10 and not more than 50 days' written notice of any annual or special general members' meeting shall be given to each member, as well as to the auditor or the person appointed to conduct a review engagement of the Society's finances. Notice of any meeting where special business will be transacted must contain sufficient information to permit voting members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind voting members of the right to vote by proxy.

ARTICLE XI – 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 to the bylaws.
- 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 distributed to the membership. Ballots will be provided to voting members at the annual general meeting. Two scrutineers shall be appointed by the chair of the nominating committee.

- v) Immediately following the annual general meeting, the newly elected board of directors shall hold an inaugural meeting to:
 - (a) elect officers
 - (b) appoint bank signing officers
 - (c) retain an executive secretary or executive director who may be paid a fee and who shall not be a member of The Society.
2. If a director resigns during the year, the board of directors shall appoint a replacement from the membership. If the director is an officer, the board of directors shall elect a replacement from amongst remaining board members.

ARTICLE XII – COMMITTEES

- 1. Standing and special committees of the Society shall be determined by the board of directors.
- 2. The chairs of standing and special committees shall be appointed by the president (or co-presidents) and ratified by the board of directors.
- 3. Directors shall be appointed to liaise with committees.
- 4. The members of each committee shall be at the discretion of the committee chair 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 Society and an accredited member with at least seven years' experience. The chair shall be appointed by the Society's president (or co-presidents).

Four other accredited members, who are not current board members, shall be appointed by the chair.

- ii) The nominating committee shall consist of three voting members including the chair, who shall be a past president of the Society. Members of the nominating committee cannot seek election.
5. All committees shall be responsible to the board of directors and report to the board through the committee's chair and responsible director.
 6. Committees shall be appointed to perform their duties from July 1 – June 30 each year.

ARTICLE XIII – FEES AND DUES

1. Membership dues shall consist of two components – National Society and the Society:
 - i) Dues shall be levied annually on the member's membership anniversary date.
 - ii) The Society's component shall be recommended by the board of directors to the general membership for approval at a general meeting.
 - iii) Dues shall be in force until amended by the board of directors and approved by a majority of the membership at a general meeting.
 - iv) Except in the case of student memberships, dues shall be invoiced by the National Society, and paid to the Society in a timely manner.
2. Failure to invoice shall not relieve the member from the responsibility of paying annual 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. All voting members and non-voting members shall pay their annual dues to the National Society (with the exception of student members who register directly through the Society). These dues shall comprise the National Society dues and where applicable, Society dues as follows:
 - i) The amount established by a motion at a meeting of the board of directors, receiving at least two-thirds of the votes cast, subject to ratification at an annual or special general meeting. Society and special section dues shall be in an amount established by the Society or special section concerned, and shall be confirmed by written notice to the National Society 30 days before the date established for sending the notice of dues to all members.

OTHER CHARGES: An initiation fee, in an amount established by the board of directors, will be levied on all applicants for membership.

ARREARS: A notice shall be sent to all members whose annual dues are in arrears for a period of more than 30 days. A late payment fee, as determined by the board of directors, may be applied to all such members to whom a notice is sent.

REMOVAL: Following an extended period after a membership has lapsed, removal from the register of members shall be at the discretion of the National Society.

POSTPONEMENT: Under special circumstances, as determined and approved by the board of directors, removal of a member from the register of members may be postponed.

ARTICLE XIV – FISCAL YEAR

The Society's fiscal year begins on July 1st and ends on June 30th of each year.

ARTICLE XV – CODE OF PROFESSIONAL STANDARDS

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

ARTICLE XVI – ADOPTION AND AMENDMENT OF BYLAWS

The bylaws of the Society may be amended in the following manner:

1. eighty per cent affirmative vote of the board of directors, and,
2. ratification at an annual or special general meeting of the Society by a majority vote of the members present who are eligible to vote,
3. providing 30 days' notice of such meeting has been given to members.

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.

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

ARTICLE XVII - EXECUTION OF CONTRACTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two of its officers or directors, with approval from the board of directors. In addition, the board of directors 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, bylaw or other document of the Society to be a true copy thereof.

Revised: September, 1986
Revised: May 19, 1994
Revised: April 6, 2006
Approved: May 25, 2006
Approved: May 28, 2013
Revised: June 7, 2015
Approved: September 24, 2015
Revised: March 21, 2020
Revised: April 15, 2020
Revised: April 27, 2020
Approved: June 22, 2020
Revised: April 19, 2021