



Canadian Public Relations Society

Nova Scotia Society

Revised CPRS-NS By-laws Approved at May 2021 AGM

THE CANADIAN PUBLIC RELATIONS SOCIETY (NOVA SCOTIA) INC. BY-LAWS

Article I - Name and Location

NAME

1. The name of the organization shall be the Canadian Public Relations Society (Nova Scotia) Inc. (La Société canadienne des relations publiques (Nouvelle-Ecosse) Inc.) hereinafter referred to as “the Society.”

LOCATION

2. The office of the Society shall be situated in Halifax, in the Province of Nova Scotia, Canada, at the place therein where the business of the Society may from time to time be carried on.

Article II - Aims and Objectives

NATIONAL SOCIETY

1. The Society shall be a member society of the national body incorporated under the provisions of Part II of the Companies Act of Canada, under the name of the Canadian Public Relations Society Inc. (La Société canadienne des relations publiques, Inc.) hereinafter referred to as “the National Society”.

AIMS AND OBJECTIVES

2. The aims and objectives of the Society shall conform to the aims, objectives, and values of the National Society, including:
 - a) To recognize public relations as the strategic and ethical management of relationships between an organization and its diverse publics, through the use of different communication media, to achieve mutual understanding, realize organizational goals, and serve the public interest.
 - b) To maintain high standards in public relations and promote the status of the profession through a commitment to continuous learning, including professional development, advancing the body of knowledge, teaching and scholarship, and sharing of knowledge.

Article III - Membership

MEMBERSHIP

1. Membership in the Society shall be open to individuals only and shall be unlimited as to numbers.
2. Classes of Members: There shall be two classes of members in the Society. These shall be called Voting Members and Non-Voting Members. The categories of membership shall conform to those established, from time to time, by the National Society, to allow flexibility to conform with membership changes in the future, e.g. students.



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QUALIFICATIONS

3. Basic Qualifications: To become a member, an applicant shall have an established reputation for personal integrity and ethical professional conduct in the field of public relations.

ELIGIBILITY

4. Eligibility: The eligibility requirements for entry into the Society shall comply in every detail with the eligibility requirements established and in effect for the National Society.

REFUSAL

5. Right of Refusal: The Society has the right to reject an application after fair and reasonable consideration and a two-thirds affirmative vote of the Board of Directors.

RESIGNATION

6. Resignation: A member may resign from the Society at any time by notifying the Society in writing.

Article IV - Membership Dues

DUES

1. All Voting and Non-Voting Members shall be required to pay annual membership dues to the Society in such amount as may be prescribed by the Board of Directors and approved by the members at an Annual General meeting.

NATIONAL DUES

2. All voting and Non-Voting Members shall also be required to pay annual membership dues to the National Society according to the scale determined by National Council.

DUES COLLECTION

3. Annual dues for both the Society and the National Society shall be collected by the National Society.

ARREARS

4. A member whose dues are in arrears will be subject to the procedure established in the regulations of the National Society.

Article V-Officers and Directors

OFFICERS AND DIRECTORS

1. The business of the Society shall be vested in a Board of Directors consisting of the following Officers: Immediate Past President, President, Vice-President, Treasurer and Secretary, and other directors as required. All officers and Directors must be members in good standing of the Society. The President must have at least 5 years of relevant experience in the profession. The President must also have a minimum of two years' experience serving on a volunteer board of directors.



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TERMS OF OFFICE

2. Officers and Directors of the Society shall be elected by the membership at an Annual General meeting for a term of one year, and all shall be eligible for re-election. The position of Past President would change if there is a new incoming President. The President will serve no more than two consecutive terms at a time. Notwithstanding the foregoing, the President shall, in consultation with the Board, appoint Directors to complete the term or terms of any Director or Directors who may resign or otherwise be removed from office during the year.

REMOVAL

3. Officers and Directors may be removed by a vote of not less than two-thirds of the Board of Directors.

DUTIES OF OFFICERS

- 4.a) The PRESIDENT shall be the chief executive officer of the Society and shall preside over meetings of the Society and of the Board of Directors. The President shall see that the By-laws of the Society are observed and shall be an ex-officio member of all committees. The President shall also represent the Society at the national level by participation in the Presidents' Council.
- b) The VICE-PRESIDENT shall be responsible to the President for all standing committees and, in the absence of the President, shall assume and exercise the authority of the President.
- c) The TREASURER shall be responsible for the finances of the Society and shall present a statement at the Annual General meeting of the Society covering the preceding year financial transactions. The Treasurer shall keep the Board informed on a regular basis of the Society's finances and also present such other statements from time to time as may be requested. In consultation with the Board, the Treasurer may engage an accountant or other suitably qualified non-member to conduct an annual review of financial transactions in accordance with generally accepted accounting practices. The Treasurer maintains and oversees the Society's status within the Nova Scotia Societies' Act and is the keeper and guardian of the Society's corporate seal.
- d) The SECRETARY shall be responsible for the secretarial work of the Society, and for the recording and safekeeping of the Society's minutes, records, and membership files.
- e) The IMMEDIATE PAST PRESIDENT shall serve as a support resource of the Board.

RENUMERATION

5. Officers and Directors shall receive no remuneration for their services.

SIGNING AUTHORITY

- 6.a) The President shall, with the Secretary and/or the Treasurer, sign all written contracts and obligations, which have been approved by the Directors.



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b) Signing authority for financial disbursements of the Society shall be vested in the President, Treasurer and Secretary of the Society, of which only two signatures shall be required for a disbursement. In order to ensure as much continuity as possible in the financial management of the Society, when reasonably possible, the Treasurer shall be one of the two signatories. Board approval is required for disbursements over \$300 that have not been pre-authorized by the Board.

Article VI-Committees

STANDING COMMITTEES / PORTFOLIOS

1. a) The President may, with the approval of the Board of Directors, establish such standing committees as are deemed necessary, particularly in relation to the standing committees of the National Society, to carry out the aims and objectives of the Society.

b) Committees may be established from time to time in order to perform specific functions under terms of reference decided by the Board of Directors.

CHAIR / Member APPOINTMENTS

c) The Chair of committees shall be appointed by the President and may be chosen from the Board of Directors. Such appointments are revocable at any time by a majority vote of the Board.

d) The Chair of committees, in consultation with the President, may appoint or revoke the appointment of any member of such committees.

QUORUM FOR COMMITTEES

2. A simple majority of committee members shall constitute a quorum.

Article VII-Meetings

BOARD OF DIRECTORS

1.a) The Board of Directors shall meet at least once every two months for the normal transaction of the business of the Society.

QUORUM FOR BOARD

b) An Officer of the Society, with a majority of the Directors, shall constitute a quorum. A simple majority shall carry all votes.

NOTICE OF MEETINGS OF BOARD

c) Notification of meetings of the Board shall be given by the Secretary at least seven days prior to the date of the meeting.

MEMBER MEETINGS

2. At least six regular meetings of the Society shall be held during each fiscal year at times and places to be decided by the Board of Directors.



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ANNUAL GENERAL MEETINGS

3. The Annual General meeting of the Society shall be held at a time agreed upon by the Board of Directors and not more than two months after the end of the Society's fiscal year.

SPECIAL GENERAL MEETINGS

4. A Special General meeting may be held at any time at the request of the President or on the written request of three Voting Members, at a time and place to be designated by the President.

NOTICE OF ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS

5. Notice of the Annual General meeting, or of any Special General meeting, shall be mailed and/or emailed to the last known address of each member of at least (21) days in advance of the date determined.

QUORUM FOR ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

6. A quorum for any Annual General meeting or Special General meeting of the Society shall consist of not less than twenty per cent of the Voting Members of the Society. No motion or amendment shall be carried at any Annual General or Special General meeting unless it receives at least two-thirds of the votes cast.

Article VIII-Nominations and Elections

NOMINATIONS

1. a) Any Voting Member in good standing shall be eligible for election as a Director of the Society.

b) Any Voting Member in good standing who has served a term of office as a Director of the Society shall be eligible for election as an Officer.

NOTICE CALLING FOR NOMINATIONS

2. a) A notice calling for nominations to the Board of Directors shall be sent to all Voting Members at least sixty (60) days prior to the Annual General meeting.

NOMINATING COMMITTEE REPORT

- b) Nominations for election to the Board of Directors shall be made by a Nominating Committee appointed by the Board, chaired by the Immediate Past President or the Vice President, and, in the event neither are available, then any member of the Board. The report of this committee shall be passed to the Secretary at least twenty-eight (28) days prior to the Annual General meeting.

NOMINATIONS BY VOTING MEMBERS

- c) Nominations for election to the Board of Directors may also be made by at least two Voting Members of the Society. Such nominations shall be in writing, signed by each of the nominating members and the nominee and submitted to the secretary at least twenty-eight (28) days prior to the Annual General meeting.

NOMINATIONS LIST MAILING

- d) The list of those persons nominated for election to the Board of Directors shall be mailed to all members of the Society with the notice of the Annual General meeting.



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VOTING ON NOMINATION COMMITTEE REPORT

3.a) When none other than the list of nominees reported by the Nominating Committee are to be proposed for election, the vote shall be taken on the complete list as presented.

VOTING BY MEMBERSHIP BALLOT

b) When the number of persons nominated for election to the Board of Directors exceeds the number of positions allowed on the Board, a ballot shall be prepared by the Secretary containing the list of nominees and the offices for which they have been nominated. One copy of the ballot form shall be given to each Voting Member in attendance at the Annual General meeting. At the time prescribed on the agenda of the Annual General meeting, the ballots shall be marked by the Voting Members present, and passed to a Committee of Scrutineers, appointed by the President prior to the meeting, for the purpose of tabulating the ballots.

COMMITTEE OF SCRUTINEERS REPORT

c) The report of the Committee of Scrutineers shall be made prior to the adjournment of the Annual General meeting, at a time determined by the Chair of the meeting.

Article IX – Fiscal Year

FISCAL YEAR

The Fiscal Year of the Society shall terminate the 31st day of March in each year.

Article XI-Amendments

AMENDMENTS

The By-laws of the Society may be repealed or amended at any Annual General meeting of the Society, provided that notice of intent and details of the proposed changes shall have been given in the notice calling the meeting, as provided in Article 7. Proposals for any changes in the By-laws may be made by any Voting Member of the Society, provided that such proposals have been submitted to the Board of Directors for approval at least (30) days prior to the date of the Annual General or Special General meeting.