



## IABC Asia-Pacific Bylaws

1 June 2021

### PREAMBLE

The IABC Asia Pacific (APAC) Region fully supports the vision, mission, philosophy and purpose of the International Association of Business Communicators (hereinafter “IABC”) as set out in the bylaws of the Association.

Region activities and functions shall comply with IABC’s bylaws, policies, procedures and the IABC Code of Ethics for Professional Communicators.

The Region supports IABC by serving its members and, providing governance, administrative, support and developmental functions to chapters, chapter leaders and members-at-large.

### ARTICLE 1. NAME AND LOCATION

#### Section 1. Name

The name of this organisation is the International Association of Business Communicators Asia Pacific Region, hereinafter referred to as the Region or IABC APAC or the IABC Asia Pacific Region.

#### Section 2. Affiliation

IABC Asia-Pacific is a Region of the International Association of Business Communicators (the Association, or IABC), with headquarters in the USA.

#### Section 3. Location

- a) The Region is defined by IABC International Executive Board (IEB) and includes all countries and territories in Asia, Oceania and the Pacific, except for those included in other IABC regions.
- b) Region markets and territories include, but are not limited to, Australia, New Zealand, Philippines, India, Indonesia, Hong Kong SAR, Malaysia, Japan, Pakistan, Singapore, Vietnam, Thailand, Fiji, and Papua New Guinea.

### ARTICLE 2. MISSION

IABC Asia Pacific supports the IABC vision and purpose by providing governance, administrative, support and development opportunities for Chapters, Chapter leaders and Members-at-Large (MALs) to promote growth and foster links across the region and the IABC Executive Board through the IABC Council of Regions

### ARTICLE 3. MEMBERSHIP

#### Section 1. Qualification

- a) Membership of this Association shall include professionals who value ethical, effective, efficient communications in their business practices.
- b) All IABC members, as defined by IABC bylaws, living based in Asia Pacific are part of this Region including chapters, chapter members and members-at-large.

#### Section 2. Member Rights

- a) Voting rights are reserved for Professional Members of the region.



- b) Members are entitled to attending and observing all meetings of the Association in the region and meetings and sessions of all boards, committees, task forces, work groups and other subgroups. However, no Professional Member is entitled to addressing, interrupting or otherwise participating in such meetings without the express invitation of the Chair, committee or group leader, or the consent of the majority of the board, committee or group holding the meeting. The Region and its Chapters and other subdivisions may establish fees for some meetings.
- c) Members are not entitled to attending closed sessions of the Regional Board or any other governing group that have been closed in accordance with law, IABC policy or IABC bylaws.

### Section 3. Duration of Membership; Resignation and Removal

- a) Membership is effective during the period for which dues have been paid.
- b) Any member may resign by submitting a written resignation to IABC Headquarters. All rights, privileges and interests of a member in or to the Association shall cease on termination of membership. No dues will be refunded to any Member whose membership terminates for any reason.
- c) Any member may be removed from membership by the IEB by a two thirds-vote. For any cause other than non-payment of dues, removal shall occur only after the member in question has been given at least 30 days' notice of the proposed termination and reasons for such termination. That member will have at least 15 days to respond in writing to IABC for submission to the IEB, which will then make a determination.

## ARTICLE 4. DUES

### Section 1. Establishment of Dues

International dues are established and paid in accordance with IABC policy. All members may also pay applicable Region and Chapter dues. Members-At-Large do not pay Chapter dues.

### Section 2. Region Dues

Regional dues are as established by the IABC APAC board and communicated to IABC via the Council of Regions.

### Section 3. Refunds

No dues shall be refunded to any member whose membership terminates for any reason.

### Section 4. Cancellation

Members who fail to pay their dues within two months after the due date shall be notified and thereupon lose all rights and privileges of membership.

## ARTICLE 5. ORGANISATIONAL STRUCTURE

### Section 1. Administrative Year

The Region's administrative year shall begin when the incoming Region Board and officers begin their terms and shall end when the next Region Board and officers begin their terms the subsequent year.

- a) This is from 1<sup>st</sup> July to 30<sup>th</sup> June to align with other IABC regions and the IEB's administrative year.



## Section 2. Chapters

- a) Chapters are groups of members meeting the requirements of and chartered by the IEB, are affiliated with IABC and are bound by its bylaws, policies, procedures, the IABC Code of Ethics for Professional Communicators, and the IABC Code of Conduct.
- b) Chapters may organise themselves to serve their members in any appropriate manner that does not contravene IABC bylaws, policies, procedures or the IABC Code of Ethics for Professional Communicators and IABC Code of Conduct.
- c) Chapters must remain in good standing as defined by IABC bylaws, policies and procedures. The Regional Board may, by a two-thirds vote, revoke a Chapter's charter, as outlined in IABC APAC policy. If the Regional Board votes to dissolve a Chapter, this action is recommended to the IEB for confirmation.

## Section 3. New Chapters

- a) A group of Members, meeting the requirements in IABC's bylaws and policies, may apply to the Regional Board for affiliation as a developmental IABC Chapter. Upon approval, it shall recommend the new chapter to the IEB for approval.
- b) Newly established chapters will enter into a developmental phase for up to two years. Developmental chapters must have at least 15 members and a board of directors. During the developmental phase, Developmental Chapters will not have voting rights. Developmental Chapters will be required to increase membership, recruit and retain a Chapter Board, and provide services for their members.
- c) If a Developmental Chapter is showing progressive growth its board can request that it move to the status of full chapter to Council of Regions. The Council of Regions will then make a recommendation for the IEB to approve the change of its status.

## Section 4. Inactive Chapters

- a) The IEB holds the discretion to determine whether a chapter has become inactive. When a Chapter becomes inactive, all funds in its accounts revert to the Region to be held in escrow for a period of two years. A receipt for the funds will be sent to the appropriate chapter leader at the time, with notification to IABC International as well. If the Chapter reactivates within two years from the date it became inactive, and it can be demonstrated to the Regional Board that they have met the criteria for an active Chapter, the money will be returned to the Chapter. If the Chapter does not reactivate within two years, the money can be utilised as determined by the Regional Board.
- b) The active members from the chapter become Members-at-Large by default and are the responsibility of the APAC region.

## Section 5. Region

- a) The Region shall organise itself to serve its members in any appropriate manner that does not contravene the bylaws, policies, or rules of IABC, the IABC Code of Ethics for Professional Communicators or the IABC Code of Conduct.



- b) The Region shall remain in good standing, as defined by IABC bylaws, policies, and rules.

#### Section 6. Affiliate Organisations

The Regional Board may recommend to the IEB, an affiliate organisation whose interests, objectives and activities are compatible with those of IABC. The Region Board should not claim a relationship representing IABC globally without approval through the Council of Regions and IEB.

#### Section 7. Disciplinary Action

Any Chapter that fails to comply with IABC bylaws, policies, procedures, the IABC Code of Ethics for Professional Communicators or Code of Conduct may be subject to disciplinary action by a two-thirds vote of the Regional Board. Any disciplinary action taken by the Regional Board would be reported to the IEB for review and sanction, as provided in IABC policy.

### ARTICLE 6. MEETINGS

#### Section 1. Annual Meeting

- a) The Region shall conduct an Annual General Meeting (AGM) in June each year for election of Regional Board members and officers and to conduct region business.
- b) All Professional Members shall be eligible to vote on regional issues.
- c) The AGM may be held virtually to accommodate geographic constraints of the region.
- d) Advance electronic voting may be available to encourage greater participation of members in governance.

#### Section 2. Notice of Annual Meeting

- a) All members shall be sent written notice 14 days prior to the Annual General Meeting. The notice shall include the time, location (including virtual) and purpose of the meeting and a list of nominees for Regional Board positions.
- b) Notice shall be sent by email to all members in the Region following approval by the Regional Chair.

#### Section 3. Special Meetings

- a) The Board may call special meetings of the membership at any time by sending a written notice.
- b) A special meeting of the membership shall be held no less than 30 days after the presentation of a request for such a meeting, delivered to the Secretary or Chair and signed by at least 50 percent of the total voting membership.

#### Section 4. Voting

- a) Those eligible to vote at the Annual General Meeting shall be Professional, (including Corporate, Group and 500 Club) Members of the region. Student members shall not be eligible to vote.
- b) Each Professional Member shall have one vote.
- c) In the event of a tie the Regional Chair shall have the casting vote.



- d) When any law or these bylaws require a measure to be approved by two-thirds of those voting, the measure must be approved by two-thirds of the Members voting. Measures requiring a simple majority may be approved by a majority of the Professional Members voting.
- e) Voting on all matters, including amendment of bylaws and the election of the Regional Board directors or officers, may be conducted by virtually means-by the Association
- f) In some exceptional circumstances proposals and board confirmation may be referred to the IEB for final approval.

#### Section 5. Postponement

The Region Board may, by a two-thirds vote, postpone any Annual General Meeting.

#### Section 6. Cancellation

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

### ARTICLE 7. REGION BOARD

#### Section 1. Authority and Responsibility

- a) The Regional Board shall:
  - i. have supervision, control and direction of the affairs of the Association in the Region, which shall support and consult as a body on affairs, activities, needs, and problems of Chapters and members within the region.
  - ii. shall determine its policy or changes therein within the limits of these bylaws
  - iii. uphold the IABC Code of Ethics for Professional Communicators
  - iv. abide by IABC Conflict of Interest policy and IABC Code of Conduct
  - v. actively pursue the vision and purpose of the Association, and supervise disbursements of funds.
- c) The Regional Board may adopt such rules and regulations for the conduct of its business as it deems advisable and may delegate some of its authority and responsibility to the IEB or to other committees or persons.
- d) The Regional Chair may, at his or her discretion, assign special projects to members and designate their duties and responsibilities. Members managing special assignments shall, with the consent of the Regional Board, form committees, work groups or task forces of any size as necessary to accomplish their duties. Any such committee, work group or task force members shall be selected under guidelines adopted by the Regional Board and in accordance with IABC bylaws.
- e) Regional Board officers and directors shall exercise the operational authorities and responsibilities as defined in Article 12, Section 4 of the Association bylaws.

#### Section 2. Region Board Composition

The Region Board shall consist of:



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- An Executive Committee who may act on behalf of the Board between Board meetings and have primary responsibility for the strategic direction of APAC.
- The Executive Committee comprises-Officers:
  - o Chair
  - o Past Chair
  - o Vice Chair
  - o Secretary, and
  - o Treasurer.
- Directors are responsible for specific portfolios:
  - o Member Communication
  - o Social Media
  - o Digital Communication
  - o Chapter Development
  - o Member-at-Large Outreach
  - o Partnerships
  - o Professional Development
  - o Recognition
  - o Certification, and
  - o Fusion Conference.

The Vice Chair may lead or supervise one of the portfolios.

The Regional Chair may appoint other Professional members to the Board for a specific purpose, including additional Directors with or without portfolio responsibility, subject to Regional Board approval.

### Section 3. Quorum

- a) A quorum of the Region Board shall consist of a majority of its members. If a quorum is not present, the meeting may proceed and any action taken shall become valid if subsequently confirmed in writing of the Regional Board directors and officers. A simple majority of those voting shall suffice, except where otherwise required under these bylaws.
- b) With permission of the Regional Board Chair, Board members may participate in any Board meeting or any committee-by means of video conference that enables all persons participating in the meeting to hear and speak with one another.

### Section 4. Regional Board Meetings

- a) The Region Board shall meet every month throughout the year at such time and at such place as the Regional Board Chair may prescribe.
- b) To maintain compliance with the IEB Conflict of Interest policy, board members are asked to declare and disclose at the start of every board meeting any activity or association or other factor which may generate real or perceived



conflicts of interest which could affect their ability to perform their function, role or responsibility which they hold.

- c) Special Meetings may be called by the Regional Board Chair or at the request of two-thirds of the directors and officers.
- d) Region Board meetings will be scheduled at an agreed day/time each month by the Secretary with approval of the Regional Chair. Notice of special meetings shall be given to directors and officers not less than 72 hours before the meeting is held.
- e) No alternative member or director may be designated to vote or debate on behalf of, or otherwise take the place of, a director absent from any meeting of the Regional Board.
- f) No director who is unable to attend a meeting may grant a proxy to another member or to any other member.
- g) Each director has an equal vote.
- h) In the event of a tie the Chair shall have the casting vote.

#### Section 5. Closed Session

- a) The Regional Board may, at its discretion and when required by IABC policy or these bylaws, vote to hold closed sessions provided that the reason for the closed session and the individual vote of each Board member to hold the closed session are recorded in the minutes of the open session.
- b) The only persons entitled to be present during, or to review the records of, a closed session are those entitled to vote there. Others who, although not entitled to vote, are entitled or required under provision of IABC policy or these bylaws to be present at the meeting, and those invited by the Board Chair or with the consent of the Board.

#### Section 6. Compensation

No Board member shall receive any salary or compensation for his or her services. In some cases, Board members may be reimbursed for some out-of-pocket expenses and travel costs, or may receive scholarships and stipends, as agreed by the Board, and in alignment with Association policies.

### ARTICLE 8. REGIONAL BOARD OFFICERS AND DIRECTORS

#### Section 1. Qualifications

Professional Members in good standing who meet the required skillset shall be eligible for nomination for and election to the Board, provided they meet bylaw requirements.

#### Section 2. Nominations

- a) The current Vice Chair automatically succeeds to Chair and the current Chair automatically succeeds to Past Chair.
- b) The Nominating Committee (Article 9 Section 1) shall nominate candidates for remaining Regional Board positions.
- c) Nominees may self-nominate.
- d) Directors who are completing their term ~~on the Region board~~ can nominate for another one or two-year term indicating their preferred portfolio, via the open call. These Directors do not need to supply referees in their nomination.



### Section 3. Term of Office

- a) The Chair shall serve a single one-year term, or until a successor is duly elected and qualified.
- b) The Vice Chair shall serve a one-year term with automatic succession to Chair.
- c) The Chair shall serve a one-year term with automatic succession to Past Chair.
- c) The Past Chair will serve a one-year term and may be elected to a subsequent role as a Director or Secretary or Treasurer.
- d) The remaining Directors shall serve a one-year or two-year term and may be elected for subsequent consecutive terms, or to a different portfolio, including the Vice Chair role.

### Section 4. Duties of Officers and Directors

The Officers of the Region Executive shall be a Chair, Vice Chair, Past Chair, Secretary, and Treasurer. These Officers shall perform the duties necessary to the office or as prescribed the IEB, these bylaws, IABC policy and the parliamentary authority adopted by IABC.

#### Chair

The Chair is the chief elected officer of the Region and will:

- Exercise general supervision over executive affairs of the Region, and lead with integrity and [ethical conduct](#), and in compliance with IABC Code of Conduct and Conflict of Interest policies.
- Preside all Annual and Special Meetings of the Region.
- Preside all Board meetings.
- Appoint and serve as an ex-officio member of all committees.
- Appoint all committee chairs, except as otherwise provided by these bylaws.
- Represent the Region at the IABC Council of Regions, IEB Nominations Committee and other meetings.
- Serve on the Finance Committee and help to ensure that all regional monies are managed responsibly.
- Represent or appoint a representative of the Region at meetings of other organisations and at public affairs.

#### **Vice Chair (with automatic succession to Chair)**

The Vice Chair shall have duties assigned by the Chair and by these bylaws likely including the below:

- Represent/Act in the absence of the Chair.
- Lead with integrity and [ethical conduct](#), and in compliance with IABC Code of Conduct and Conflict of Interest policies.
- Lead long-range planning activities/strategy development for the Region.
- Oversee one of the program portfolios of the Region, as required.
- Serve on the Regional Nominating Committee.
- Serve as an ex-officio of all standing committees.



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- Serve on the Finance Committee and help to ensure that all regional monies are managed responsibly.
- Represent the Region on the IABC Leadership Institute Program Advisory Committee.
- Receive all business cases requesting funding and coordinate their consideration with the Finance Committee.

### Past Chair (the previous term Chair)

The Past Chair shall carry out all duties as directed by the Chair to a high-standard, likely including the below:

- Duties as assigned by the Chair and by these bylaws.
- Lead with integrity and [ethical conduct](#), and in compliance with IABC Code of Conduct and Conflict of Interest policies.
- Chair the Regional Nominating Committee.
- Lead identification and nomination of candidates for the Regional Board.
- Provide strategic counsel to the Regional Executive Committee and Board.
- Serve on the Finance Committee and help to ensure that all regional monies are managed responsibly.
- Help identify members to participate in Regional and International-level committees and work groups.
- Represent the Region on the IABC Nominations Committee for international committees and taskforces.
- Work alongside the Chapter Development Director to facilitate chapter liaison responsibilities for each board member.

### Secretary/Governance Director

The Secretary/Governance Director shall carry out all duties as directed by the Chair to a high-standard, likely including the below:

- Duties assigned by the Chair and bylaws.
- Lead with integrity and [ethical conduct](#), and in compliance with IABC Code of Conduct and Conflict of Interest policies.
- Keep a record of all the proceedings of the Region.
- Sign all certified copies of acts of the Region.
- Maintain official record books, bylaws, policies, procedures, and other documents; prepare meeting notices and orders of business, maintain document management system.
- Assist in administrative duties as assigned by the Chair.
- Serve as a primary chapter liaison for 1-2 chapters (as needed).

### Treasurer/Finance

- The Treasurer/ Finance Director shall serve as chief financial officer of the Region and Chair of the Finance Committee.



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- Lead with integrity and [ethical conduct](#), and in compliance with IABC Code of Conduct and Conflict of Interest policies.
- Duties assigned by the Chair and bylaws.
- Prepare an annual budget for the region.
- Prepare full and interim financial reports as directed by the Region Board.
- Liaise with HQ Finance to help all ~~region~~-chapters meet their annual reporting requirements.
- Ensure that all regional monies are managed responsibly and with the best interest of all Asia-Pacific members in mind.
- Co-ordinate audit by independent third party as required
- Sign all certified copies of acts of the Region.
- Be responsible for the deposit, safekeeping, and disbursement of the funds of the Region.
- Maintain records concerning receipts, expenditures, and assets of the Region.

Directors are responsible for program portfolios.

Directors shall have duties assigned by the Chair and may establish committees, work groups or task forces to assist them in carrying out such duties.

Portfolios may be added or deleted from the board by a majority vote by the Region Board.

Each Director shall:

- Lead with integrity and [ethical conduct](#), and in compliance with IABC Code of Conduct and Conflict of Interest policies.
- Be the chair of relevant committees, work groups and task forces; keep records of their activities; report regularly to the Board on progress.
- Develop, manage and implement plans for their specific portfolio.
- Prepare portfolio papers for monthly board updates as required, a minimum of quarterly for noting, discussion or decision.
- Request funds (with business case) from the Regional Board for portfolio related activities.
- Serve as liaisons to a chapter and where appropriate Regional committees, work groups and task forces.
- Actively participate in meetings and Annual General Meeting.

### Section 5. Qualifications for Office

Any Professional Member may be nominated for any Region office. However, only Professional Members in good standing shall be eligible for election to office, provided they meet Bylaw requirements and competency criteria required by the Board.

### Section 6. Officer and Director Election

Officers and Directors shall be elected at the Regional's Annual General Meeting. The officers and directors shall take office upon ratification by a majority of Professional Members voting and hold office until replaced by their duly elected and qualified successors.



#### Section 7. Officer and Director Vacancies, Removal and Resignations

- a) Vacancies in any elective office or directorship shall be filled for the balance of the term by the Regional Board at any meeting, in accordance with provisions in IABC policy.
- b) The Regional Board, at its discretion and following IABC policy, may, by two-thirds vote, remove any officer or director.
- c) Any board member who misses three meetings in a term or is not meeting their portfolio obligations may be asked by the Executive Committee to step down/resign.
- d) Any Officer or Director may be removed for behaviour or remarks that are illegal, contrary to IABC's commitment to being an equal opportunity association or otherwise in conflict with IABC's values and standards of professional conduct.
- e) Any Director may resign at any time by giving written notice to the Regional Chair and such resignation shall result in the resignation from other Committees on which the Director may serve.

#### ARTICLE 9. REGIONAL BOARD NOMINATIONS

##### Section 1. Nominating Committee Composition

The Regional Board Chair shall appoint a Nominating Committee comprising Executive Committee and an independent IABC member. The independent member may include any of the: Directors, Chapter Leaders and/or Member-at-Large Representatives, members of the IEB, members of other Regional Boards. The Nominating Committee is chaired and coordinated by the Regional Board Past Chair.

##### Section 2: Slate of Nominees

- a) The Nominating Committee will determine the slate of nominees after evaluation based on criteria and the requirements for the Board.
- b) Nominations will be formally offered to each nominee by the Nominations Committee Chair before it is presented to the Board for approval.

##### Section 3. Nominee Screening

The Nominating Committee shall screen candidates under guidelines adopted by the Regional Board, primarily on the basis of competency criteria established by IABC, with consideration for geographic, cultural, demographic and professional diversity, and shall present its slate to the Board for approval.

##### Section 4. Proxy

No Nominating Committee member unable to complete their duties may self-select a proxy. The member must notify the Vice Chair and an alternate will then be selected.

##### Section 5. Nominee presentation

- a) The Nominating Committee shall present its slate to the Board for approval before member notification.
- b) Members may express their approval or dissent of the slate by advance electronic voting or at the AGM. Nominees will be confirmed by a majority of voting members.

##### Section 6. Member Notification



Notification of the approved slate shall be delivered to all Members within the Region, along with the notice of the Annual General Meeting at least 14 days before the Annual General Meeting.

## ARTICLE 10. COMMITTEES

### Section 1. Selection Criteria

Committee, work group and task force members, however designated, shall be selected primarily on the basis of the competency criteria established by IABC, with consideration for geographic, cultural, demographic and professional diversity. Except as otherwise provided by these bylaws, the Regional Board Chair shall appoint chairpersons of all committees, work groups and task forces, however designated.

### Section 2. Standing Committees, Special Committees and Taskforces

- a) The Regional Board Chair shall appoint committees, subcommittees, task forces, work groups or advisory bodies, however designated, as are necessary and which are not in conflict with other provisions of these bylaws and shall prescribe their duties.
- b) The Regional Board may delegate to any such committee any of its powers, subject to any rules and procedures imposed therein from time to time.
- c) Committee members shall serve at the pleasure of the Regional Board, without remuneration. All such committees, subcommittees, task forces, work groups or advisory bodies, however designated, shall be accountable to the Board as defined in IABC policy.

## ARTICLE 9. FINANCE

### Section 1. Authority

The Regional Board shall have supervision, control and direction of the receipts, expenditures and assets of the Region.

### Section 2. Fiscal Year

The fiscal year of the Region is in line with IABC 1 January – 31 December. Any change of the fiscal year shall require approval at the Annual General Meeting.

### Section 3. Budget

The Board shall adopt in advance of each fiscal year an operating budget covering all activities in the region.

### Section 4. Operating Reserve Fund

The Board shall develop policies and shall retain or develop financial reserves it deems adequate to provide reasonable financial stability of the region and in continuity of regional operations. The amount of the Operating Reserve Fund shall be reviewed annually by the Finance Committee and ratified by the Region Board.

### Section 5. Annual accounts

The accounts of the Region shall be prepared annually by in accordance with IABC policy and procedures.

### Section 6. Audit



The accounts of the Region shall be audited at least every three years by a Certified Accountant, approved by the Board who shall provide a report to the Region membership and to IABC. The audit report shall be approved by a simple majority vote at the Region's Annual General Meeting.

## ARTICLE 10. OPERATIONS

### Section 1. Parliamentary Authority

Region meetings and procedures shall be regulated and controlled according to Roberts Rules of Order (Revised) for parliamentary procedure, except as otherwise provided by these bylaws.

### Section 2. Function

The Region will at a minimum, fulfil the roles that are outlined in IABC's Bylaws, Policy Manual and the Regional Affiliation Agreements and:

- a) Serve as the coordinating body for activities, needs, and issues within the Region.
- b) Provide support and services for Chapter leaders and take ownership of Members-at-Large within Regions.
- c) Produce and execute an annual plan to promote Region growth.
- d) Consolidate issues from the Region, communicate them to the IEB, and provide feedback and information on issues under consideration by the IEB.
- e) Serve as the link among members, Chapters, Region, and the IEB through the participation of Region Chairs in IABC's Council of Regions and their interaction with an IEB liaison.
- f) Provide a forum for sharing best practices among Chapters in the Region.
- g) Elect a Region Chair and appropriate leadership through a transparent open call that allows all regional members the opportunity to participate and apply.
- h) Promote business communication ethics aligned with the IABC Code of Ethics. Promote diversity and inclusion and the code of conduct to create a representative board and safe spaces for all members.

### Section 3. Policies.

- a) The Region and its members shall abide by the IABC Code of Ethics for Professional Communicators, IABC Code of Conduct and by the bylaws and policies of the Region and of IABC.
- b) The Board may establish rules, regulations and policies and may maintain a policy manual and/or Terms of Reference relating to governance, management, operation and administrative procedures of, and provision of services and conferring of honours, by the Region. These rules, regulations or policies shall in no instance contravene or be inconsistent with law, these bylaws or the rules, regulations or policies of IABC.

### Section 4. Duties of Officers, Directors and Others

Every director or officer of the Region, in exercising the powers and discharging the duties of a director or officer, shall act honestly and in good faith in the best interests of the Region and shall exercise the care, diligence and skill that a reasonable, prudent person would exercise in comparable circumstances.



#### Section 5. Non-discrimination

The Region shall not accept an organisational unit that denies membership or membership privileges on the basis of race, ethnicity, colour, creed, religion, physical ability, gender, sexual orientation, age, national origin or language.

#### ARTICLE 11. AMENDMENT OF BYLAWS

- a) These bylaws may be amended by a majority of Professional Members (including proxies) who vote at the Annual General Meeting, as notified not less than 14 days in advance.
- b) In the absence of sufficient Region voting members the IEB may confirm amendments.
- c) Amendments must receive approval of the Region Board prior to submission to the membership for vote.
- d) These bylaws and any amendments to them shall in no instance contravene IABC bylaws. In cases where there is a conflict, IABC bylaws and policy shall prevail.

#### ARTICLE 12. DISSOLUTION OF THE REGION

##### Section 1. Motion to Dissolve

The Region can only be dissolved by IABC as set forth in IABC bylaws and policies.

##### Section 2. Dispersal of Funds

The Region shall use its funds only to accomplish the mission specified in these bylaws; no part of said funds shall accrue to or be distributed to individual members of IABC. On dissolution of the Region, any funds remaining shall be transferred to IABC headquarters.

Approved with amendments by the IABC Asia Pacific Board

DATE: 23 June 2021