By-laws of the Global Alliance for Public Relations and Communication Management
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I. General provisions

1. **Name**
   1.1 Under the name of Association Global Alliance for Public Relations and Communication Management, hereafter referred to as GA, is formed a non-profit international association.

2. **Seat**
   2.1 The registered seat of the GA is at Via Ruggì, 3, 6963 – Lugano-Pregassona - Switzerland. The seat may be transferred to any other place if decided so by the General Assembly.

   2.2 The GA is an association incorporated in accordance with art. 60 of the Swiss Civil Code (December 10, 1907) and the following Bylaws.

3. **Objective**
   3.1 By providing a forum for global collaboration among associations of public relations and communications management professionals, the GA pursues the following objectives:
   i. to raise standards in public relations and communication management;
   ii. to share knowledge for the benefit of professionals;
   iii. to strengthen public relations and communications management industry associations; and
   iv. to advocate for the profession worldwide.

   3.2 The GA may engage in any activity permitting it to carry out its purpose and/or facilitating the development of the GA and its purpose.

4. **Conduct of bodies and officials**
   4.1 The bodies and officials must observe the Bylaws and the GA’s Global Protocol on Ethics in Public Relations in their activities.

5. **Official language**
   5.1 English is the official language of GA.

5.2 Members are responsible for translation of materials into the language(s) of their countries when they deem such translation to be necessary.
II. Membership

6. Members
6.1 There shall be four categories of Members:
   i. National Association Members shall be Public Relations and Communication Associations that broadly represent the profession in their countries and which have subscribed the GA Bylaws and its Ethics Code.
   ii. International, Regional and Specialty Association Members shall be associations that represent the profession at trans-national or regional level, or represent specialties within the profession, and which have subscribed to the GA Bylaws and its Ethics Code.
   iii. Academic and/or Research Organizations. Academic organizations include institutions of higher education and research that award degrees. Research organizations conduct, promote, or support research of academic standard in public relations and communication. Academic and/or Research Organizations commit to GA objectives and to subscribe to the GA Bylaws and its Ethics Code.
   iv. Educational and/or Training Organizations commit and are able to support the GA objectives as assessed by the GA Board, and subscribe to the GA Bylaws and its Ethics Code.

7. Request and procedure for application
7.1 Any Association wishing to become a member of GA shall apply in writing to the GA General Secretariat.
7.2 The Executive Board shall admit new members who meet the required criteria.
7.3 The new Member shall acquire membership rights and duties upon fulfilling the conditions for membership set out in the GA Bylaws and payment of the subscription.

8. Members’ rights
8.1 All Members have the following rights:
   i. to participate in GA activities and programs
   ii. to vote in the General Assembly
   iii. to participate in General Meetings
   iv. to propose items for inclusion in the agenda of the General Meeting
   v. to nominate candidates for positions representing their categories on the GA Executive Board
   vi. to enjoy reciprocal privileges granted by other Members.

9. Members’ obligations
9.1 A Member shall have the following obligations:
   i. to comply fully with the Ethics Code, Bylaws and decisions of the GA bodies;
   ii. to pay the membership subscriptions established by the Executive Board;
   iii. to make reference to the Global Alliance on its website stating that the association is a GA member and including the GA profile and website link.
10. **Termination of membership**

10.1 The membership shall cease:
   i. if the Member is dissolved;
   ii. if the Member resigns by giving notice to GA paying all arrears of subscription (if any) or other sums due from the Member;
   iii. if the Member is removed from membership for failure to pay subscriptions or other dues, failure to uphold established ethical standards, causing wilful damage to the external reputation of the GA or other Members or for other cause in accordance with the Bylaws.

10.2 No Member shall be entitled to any refund of membership subscription on ceasing to be a Member for any reason, nor does termination of membership relieve a Member from any financial obligation to the GA.

11. **Suspension and expulsion**

11.1 The Executive Board may suspend a Member in accordance with section 10.1 iii for a fixed or indefinite period, with immediate effect. Suspension of a Member requires confirmation by a two-thirds majority of the votes taken at the next General Meeting. Suspended Members may be readmitted by a majority vote of the Executive Board following satisfactory remedy of the reason or reasons for the suspension.

11.2 Only the General Assembly shall decide on the expulsion of a Member. The decision shall be confirmed by a three-quarter majority of the votes taken. An expelled Member may reapply for membership in the normal manner after a minimum of six (6) months from the effective date of the expulsion.

11.3 A suspended or expelled Member shall lose its membership rights during the period of suspension or expulsion.
III. Organization

12. Ruling bodies
12.1 GA is constituted of the following ruling bodies:
   i. The General Assembly is the supreme governance and legislative body.
   ii. The Executive Board is the executive body. The Executive Board may delegate some of its responsibilities to an Executive Committee consisting of the President, President-Elect, Secretary, Treasurer, Immediate Past President and Chief Administrative Officer, or to other duly constituted committees of the Board. The Executive Committee implements Board Policy, articulates and amplifies the organization’s mission and vision and oversees the GA finances, governance, board development and the performance of the staff.
   iii. The General Secretariat is the administrative body managed by the Chief Administrative Officer shall serve in an ex-officio position, non-voting capacity.
   iv. Regional Councils led by the related Regional Delegate-at-Large, whose mission is to promote the GA in their regions.

Standing or ad-hoc committees shall advise and assist the Executive Board in fulfilling its duties.

13. General assembly
13.1 Composition
   i. The General Assembly is composed of the designated representatives of all Members in good standing, as well as the voting members of the GA Executive Board. Others may attend as observers, by invitation of the Chair.

13.2 General Meetings
   i. A General Meeting may be an Annual or an Extraordinary General Meeting.
   ii. GA shall hold one Annual General Meeting in each calendar year. Not more than eighteen months shall elapse between the date of one Annual General Meeting and that of the next. The Board shall appoint the time and place of the Annual General Meeting, normally coinciding with an international conference or meeting of a National Association Member of GA.
   iii. The Executive Board may convene an Extraordinary General Meeting at any time in order to deliberate on exceptional measures, including, but not limited to, discussing amendments to the bylaws or the dissolution of the Association.
   iv. The Executive Board shall convene an Extraordinary General Meeting if a majority of the National Association Members makes such a request in writing. The request shall specify the items for the agenda. The Extraordinary General Meeting shall be held within three months of receipt of the request.

13.3 Notice
13.4 Agenda
   i. The Agenda for the Annual General Meeting shall be drawn up by the Executive Board and General Secretariat. Any member may propose agenda items for the Annual General Meeting provided that the item is sent to the General Secretariat in writing, with a brief explanation, at least 15 days before the date of the meeting.
   ii. The Annual General Meeting agenda shall include the following mandatory items:
       - declaration that the meeting has been convened and composed in compliance with the Bylaws;
       - approval of the agenda;
       - approval of the minutes of the preceding meeting;
       - address by the Chair;
       - activity report (containing the activities since the last Annual General Meeting);
       - presentation and approval of the most current audited financial statements;
       - discussion of items submitted by the Members and the Executive Board within the period stipulated in the Bylaws;
       - election of any vacancies on the Executive Board.
   iii. The agenda of an Annual General Meeting may be altered, provided the majority of the Members present at the General Meeting and eligible to vote agree to such a motion.

13.5 Voting rights
   i. Each Member has one vote in the General Assembly. Representatives must belong to the Member organization that they represent and be duly appointed by the appropriate body of that organization;
   ii. Each member of the Executive Board has one vote in the General Assembly.

13.6 Quorum
   i. A General Meeting is not valid unless a quorum is present throughout the meeting. A quorum is constituted by the lesser of one third of the National Association Members in good standing or ten National Association Members in good standing, who are present in person, participating by telephone conference or represented by proxy.
ii. If a quorum is not present within two hours after the time appointed for the meeting, or if during a meeting there is no longer a quorum, the meeting shall be adjourned and rescheduled by the Board for another time and place.

iii. The President of the Board or, in his/her absence, the President Elect, shall preside as president of the meeting. If neither the President nor President Elect is able to attend, the President may nominate another member of the Board to preside. If neither the President, the President Elect nor the President’s nominee (if any) is present within fifteen minutes after the time appointed for holding the meeting, or if none is willing to act, the members of the Board present at the meeting shall elect one of their number to be president of the meeting.

13.7 Proxies
i. A National Association Member which is unable to be present though its representatives at a General Meeting may, in writing, appoint another voting delegate as its proxy at the meeting. The Executive Board may require a form of proxy designation, provided that Members have at least thirty (30) days’ notice of such form.

13.8 Decisions
i. It is the intention that General Meetings shall reach decisions by consensus wherever possible. In the event that a vote becomes necessary at any meeting of GA a resolution’s adoption shall require both a simple majority of votes cast and, to ensure equity between countries, a simple majority of the votes of National Association Members, except as otherwise provided for in these Bylaws.

ii. A decision put to the vote at a General Meeting shall be decided on by a show of hands on behalf of the voting Members represented unless a recorded vote or a secret ballot is demanded in advance. A recorded vote or secret ballot may be demanded:
   - by the chair; or
   - by at least three members of the Executive Board; or
   - by at least 10 per cent of the Members in attendance.

iii. A decision in writing signed by all the members entitled to attend and vote at the meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any written resolution may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice.

14. Executive board
14.1 Composition
The Executive Board of GA comprises the following members:

i. The President, who shall normally be elected to a single two-year term and may, in exceptional circumstances, be nominated by the Executive Board and confirmed by an Annual or Extraordinary General Meeting to serve up to an additional one year. He/she is the legal representative of GA and in case of impediment the President Elect shall act in his/her stead. If there is no President Elect in any year of the President’s term, the Immediate Past President shall act in his or her stead;
ii: The President Elect, who shall normally be the next President of GA, usually serves a two-year term. A one-year term is possible, in which case the President Elect shall be elected to a one year term to coincide with the second year of the incumbent President. There is provision for a term extension of up to an additional one year under the exceptional circumstances noted in 14.1.i.. In the year when there is no President Elect, an additional Delegate shall be elected for one year only. There shall be no specified designation attached to this position;

iii: the Immediate Past President who shall be a full voting member of the Board normally for the duration of his/her successor’s term;

iv: The Treasurer who shall have charge and custody of and be responsible for all funds and securities of GA and perform all the duties incident to the office of treasurer. He/she shall be elected and may be re-elected;

v: The Secretary who shall be elected to a two-year term and may be re-elected one time to serve a second two-year term;

vi: Four Delegates-at-Large representing National Association Members, who shall be elected and may be re-elected as in article 14.1.v;

vii: One Delegate-at-Large from any of the membership categories (National, International, Regional, Specialty, Academic, Research or any new categories the Annual General Meetings may agree to create);

viii: One Delegate-at-Large representing Academic and Research Organizations who shall be elected and may be re-elected as in article 14.1.v;

ix: Up to five Regional Delegates-at-Large may be appointed annually by the Executive Board to facilitate representation of continents, specific regions, or sectors within the communication industry;

14.2 Nomination

i. A special committee of the Executive Board shall establish the process by which Members may present representatives for election to the Executive Board.

ii. Elections for all voting offices shall be conducted at Annual General Meetings from candidates nominated by National Association Members, or as specified in by-laws from any membership category except for the position allocated to Academic and Research Organizations, who shall be a candidate nominated by the institutions and organizations in those membership categories.

iii. Elected office holders’ terms of service may be staggered in order to provide continuity among the members of the Board.

iv. The Board may co-opt a representative of Member willing to fill a vacancy in an office representing their membership category. A person so co-opted shall hold office only until the next Annual General Meeting, when he/she shall be eligible to be elected to office.

v. A member of the Executive Board shall cease to be such:
- if he/she resigns his/her office by giving notice to GA;
- if he/she is absent from three (3) consecutive duly-constituted meetings of the Executive Board, with the proviso that the Executive Board may pass a motion to waive this requirement in exceptional circumstances;
- if he/she becomes bankrupt or makes any such arrangement with his/her creditors, or becomes of unsound mind;
- if he/she is removed by the passage of a resolution at a duly constituted meeting or by the majority of the Executive Board at a duly constituted meeting.

14.3 Powers and responsibilities

i. The Executive Board shall have control over all the affairs and property of GA, except as otherwise provided by the Bylaws. Every member of the Executive Board shall have one vote at meetings of the Board, excluding the Chief Administrative Officer and the former Presidents of GA other than the Immediate Past President.

ii. Members of the Executive Board serve in an individual capacity and in this role have a primary fiduciary responsibility to GA and its Members.

14.4 Meetings

i. The Executive Board shall meet at least twice a year, in person or by teleconference, and at any other time at the call of the President. A meeting shall be convened if so requested by any three (3) voting members of the Board. The Board shall convene and regulate its meetings as it deems appropriate. The quorum is four (4) members of the Board.

ii. The Executive Board may invite Members and others to attend its meetings as observers, as it deems appropriate.

15 Notices, meetings and resolutions

15.1 This article applies to meetings and resolutions of, and notices given to, the Executive Board, committees and the General Assembly.

i. Any notice to be given must be in writing and may be validly given by hand delivery, mail, fax, e-mail or by other electronic means.

ii. A member present in person at a meeting is presumed to have received notice of the meeting and the purposes for which it was called.

iii. A resolution in writing signed by all the members entitled to attend and vote at the meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice.

iv. A member entitled to attend and vote at a meeting may participate by means of video or telephone conference or other means enabling all participants in the meeting to hear one other, where practical. Participation in a meeting in this manner constitutes personal attendance at the meeting.

v. Minutes must be taken of proceedings at all meetings, and the minutes must be signed by the President and the Chief Administrative Officer.
16  General secretariat

16.1 Role
The General Secretariat shall carry out all the administrative work of GA under the direction of the Chief Administrative Officer who may be supported, with approval of the Executive Board, by employees remunerated by GA. The Executive Board shall appoint the Chief Administrative Officer who directs the General Secretariat.

16.2 Responsibilities
The General Secretariat shall be responsible for:

i. Compiling the minutes for the meetings of the General Assembly and the Executive Board;

ii. Ensuring that all notices are duly given;

iii. Custody of the corporate records and seal;

iv. Keeping the record of members’ names, mailing addresses, websites and email contact information for their senior officers and staff;

v. Correspondence;

vi. Properly managing and keeping the accounts;

vii. Relations with the Members and Committees;

viii. Implementing decisions passed by the General Assembly and the Executive Board in compliance with the Chair’s directives;

ix. Organizing the General Secretariat;

x. The appointment and dismissal of General Secretariat staffing;

xi. Signing decisions on the proposal on behalf of any GA committee

17  Regional Councils

17.1 Mission
The Executive Board may create Regional Councils in order to promote the GA and to organize activities related to GA mission in the region.

17.2 Governance

i. The Regional Council shall be led by the related Regional Delegate-at-Large or another appointed member by GA Board and shall be composed by the Regional Delegate plus up to six members designated by him or her with the approval of the Board.

ii. The Regional Council will be fully accountable to the Executive Board about the development of the GA in their region.
IV. Finances

18 Fiscal year
18.1 The fiscal year of the GA shall be January 1 through December 31.

19 Financial resources
19.1 In order to carry out its purpose, GA will be permitted to collect membership dues, receive donations and sponsorships, organize congresses and seminars, maintain a website and publish a newsletter and any other document related to its purpose.

20 Membership subscriptions
20.1 Membership subscriptions and other dues payable by Members shall be prescribed on an annual basis. The payable dues shall be determined by the Executive Board, provided that the Board may at its discretion remit or waive all or any part of any subscription or other sum due for reasons of financial hardship.

20.2 Membership subscriptions are due as of January 1 of each year.

21 Use of financial resources
21.1 The income and property of the GA shall be applied solely towards the promotion of the Objectives and no part shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to Members of the Association. This does not prevent the payment in good faith by the GA:
   iv. of reasonable and proper remuneration for any services rendered to the GA by any member of the Executive Board, employee or Member of the Association;
   v. of interest on money lent by any member of the GA at a reasonable rate of interest;
   vi. of reasonable and proper rent for property let to the GA by any of its members;
   vii. of reasonable and proper expenses to any member of the Executive Board, employee or GA Member.

21.2 Any of the above payments would require the provision of services at or below market rates, declaration in advance of conflicts of interest and recusal by the person or organization in question from decision-making that may create an actual or potential conflict of interest.
V. Final provisions

22 Indemnity
22.1 Every member of the Board shall be indemnified out of the assets of GA against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of GA, and in which judgment is given in his/her favour, or in which he/she is acquitted, or in connection with any application in which relief is granted to him/her by the Court.

23 Liability
23.1 The Association’s liability is limited to its own capital. The liability of GA Member Associations is limited to the annual membership fee. GA board members cannot be held individually or personally liable for the debt of the GA.

24 Seal
24.1 GA has a common seal. It shall be used only by the authority of the Executive Board. Every document bearing an impression of the common seal shall be signed by two members of the Executive Board who have signatory power and are registered with the Swiss trade registry.

25 Unforeseen contingencies and force majeure
25.1 The Executive Board shall have the final decision on any matters not provided for in these Bylaws or in cases of force majeure.

26 Amendments
26.1 Amendments to these Bylaws may be proposed by the Board, or by any Member in good standing, with at least thirty calendar days’ notice, and shall be approved by a vote of at least two-thirds of the members present in person or by proxy, including at least two-thirds of National Association members present in person or by proxy.

27 Dissolution
27.1 The dissolution of the GA shall be decided only at a General Meeting. After the GA is dissolved and after all its debts and liabilities have been paid and there remains any surplus, the association funds shall be transferred to another association with similar goals and the same tax status. The associations or organisations shall be nominated by the Executive Board and approved by the members at or before the winding up or dissolution. In default, the Executive Board shall pay or transfer any surplus to any charity or charities, in any case to an exempted organization under the article 154 paragraph 1 let. d LT.

São Paulo, 6 April 2019

For the Global Alliance Board

President
José Manuel Velasco Guardado

Chief Administrative Officer
Mateus Furlanetto de Oliveira