

Operating Guidelines for Chartered Chapters of the Canadian Association of Professional Speakers (CAPS)

Section 1: Chapter Name

The Chapter shall be identified by geographic region, as determined by CAPS. The name of the Chapter will be _____.

Section 2: Preamble

2.1 The Chapter will operate as a chartered Chapter of CAPS and act in accordance with the Chapter's Operating Guidelines and be in alignment with the By-Law and Policies of CAPS.

2.2 All Chapters are bound by an annual Chapter Affiliation Agreement with CAPS.

2.3 The Operating Guidelines represent the *minimum* requirements for Chapter operations. A Chapter is free to exceed these minimums and to add their own operating guidelines that reflect their unique needs so long as they do not conflict with the CAPS' Bylaw or Chapter Affiliation Agreement.

2.4 A Chapter's Operating Guidelines are subject to approval by the CAPS Board of Directors.

2.5 Chapter affiliated members are formally and legally members of "CAPS" and simply choose to affiliate with the Chapter. The Chapter itself does not have members independent of CAPS.

2.6 According to the CAPS Bylaw, a CAPS Chapter needs a minimum of 7 affiliated CAPS members to maintain its Chapter status.

2.7 The Chapter recognizes the dignity and worth of every person and is committed to creating an environment of mutual respect. The Chapter will be non-racial, non-partisan, and non-sectarian.

Section 3: Mission

3.1 The Mission of the Chapter is to support CAPS' Vision, Mission, Strategic Plan, Policies, and future Growth.

Section 4: Chapter Activities

4.1 The Chapter Leadership Team (**CLT**) will promote the 4 Cornerstones of the CAPS Advantage (Learn, Share, Grow, Belong) to both existing and potential members of CAPS and will also:

- a. Support the integrity, contribution, and commitment from members as they uphold the CAPS By-laws, Principles, and Code of Ethics and Professional Conduct.
- b. Promote ideas, programs, and resources to help individuals develop and refine their professional speaking skills and business acumen.
- c. Actively recruit new members who can benefit from, and contribute to, CAPS' growth.
- d. Encourage fellowship among professionals in the speaking, meetings, and related industries.
- e. Increase CAPS' visibility in the marketplace so that it becomes the "go to" resource for talent acquisition.
- f. Promote awareness of, and support for, the activities and programs of the CAPS Foundation.

Section 5: Chapter Events

5.1 The CLT agrees to hold no less than 3 Chapter events per year. These events may be in-person, online, virtual, or hybrid and can be planned in partnership with other Chapters if so desired. These events can be educational, promotional, social, or a combination of these, and should have the goal of supporting CAPS in its Vision, Mission, Strategic Plan, and future Growth.

Section 6: Chapter Leadership Meetings & Quorum

6.1 The CLT agrees to hold a *minimum* of two meetings per year to carry out its leadership responsibilities.

6.2 The Chapter agrees to hold an annual Chapter Business Meeting to elect the CLT, review financial reports, and conduct any other business where the affiliated members are required to vote. The date, time, and place of the Annual Business Meeting will be provided to the Chapter's affiliated members no later than 30 days in advance of the meeting.

6.3 The CLT can call a Special Meeting to address issues brought forward by the Chapter's affiliated members. At meetings of the membership at least 25% of the Chapter's affiliated members is required for quorum.

6.4 At a Chapter Leadership meeting, a quorum is constituted by a majority of voting members of the Chapter Leadership Team (CLT).

Section 7: Chapter Leadership Structure

7.1 The CLT will consist of a President and a *minimum* of 2 additional Leaders.

7.2 Each Chapter Leader is elected to the CLT for a term of one year by the affiliated members of the Chapter at the Annual Business Meeting. The role of President may be filled by the same individual for up to two consecutive years.

7.3 All members of the CLT are subject to CAPS' Code of Professional Ethics and Conduct and are expected to maintain the highest levels of professionalism and integrity.

Section 8: Election of Chapter Leadership

8.1 In preparation for the annual election of the CLT, the CLT determines the maximum number of Leadership positions to be filled for the following year.

8.2 The President appoints a Nominating Committee to establish a simple and efficient election process. The committee should include affiliated members of the chapter.

8.3 The CLT fixes a time for submission of nominations, campaigning, and voting to be concluded at the Chapter's Annual Business Meeting of the affiliated Chapter members.

8.4 Every Chapter affiliated member, in good standing, who submits a nomination form to the Nominating Committee is entitled to run for a position as a Chapter Leader.

8.5 Prior to voting, each Chapter affiliated member will receive one ballot indicating the names of all candidates for Chapter Leadership.

8.6 Voting proxies will be made available to the members for voting on any item of the business where a notice of motion has been provided. Proxies must be filed with the Chapter President a minimum of 5 business days prior to the meeting at which the vote will be called.

8.7 The results of each election are made known to the affiliated Chapter members within one month following the election.

8.8 Newly elected Chapter Leaders assume their responsibilities at the beginning of the Chapter's next fiscal year.

8.9 The CLT must submit the names and titles of the elected Chapter leaders to the CAPS President, who will then officially appoint them as a Chapter leader.

Section 9: Vacancies

9.1 The CLT can fill a vacancy during the term of a Chapter Leader by selecting a replacement to hold office for the remainder of the term. If such an appointment is made then the name and title of the appointee must be submitted to the CAPS President, to be then officially appointed as part of the leadership team for the Chapter.

Section 10: Termination of Office

10.1 A Chapter Leader can resign by giving written notice to the President. The resignation takes effect at the time specified in the notice or at a time determined by the CLT.

10.2 A Chapter Leader is subject to removal from Chapter Leadership by a simple majority vote of at a properly called Special meeting. The impacted Leader is notified of the decision in writing.

10.3 Under exceptional circumstances, the CAPS Board of Directors may be required to intervene in the removal of a Chapter Leader.

Section 11: Duties of the Chapter Leadership Team

11.1 Fiduciary Responsibility:

- a) The CLT will take all reasonable steps to ensure that the Chapter remains financially solvent and viable.
- b) The CLT will ensure that the power of the Chapter Leadership to assume liabilities on behalf of the Chapter is limited to amounts that do not exceed the Chapter's current funds.
- c) The CLT will ensure that the Chapter Leadership respects its authorization power to approve the reimbursement to Leaders and Members of expenses incurred in the performance of duties and to set limits and prescribe related procedures.
- d) The CLT recognizes that CAPS will be the "official" registered owner of the chapter accounts and CAPS will appoint members of the CLT to be signatories on the account.

11.2 Chapter President

- a) Presides at meetings of the Chapter Leadership.
- b) Appoints Chapter-specific committee chairs.
- c) Directs the administration of the business of the Chapter

- d) Serves as the liaison to the CAPS Board of Directors and as a representative of the Chapter at National meetings. The Chapter President may delegate another leader to assume these responsibilities.
- e) Has the authority to sign the annual renewal of the Chapter Affiliation Agreement on behalf of the Chapter.
- f) Works towards a succession plan to ensure continuity in Chapter operations.

The following Chapter Leadership functions can be assigned to a CLT Leader, individual, or a committee:

11.3 Finances

- a) Make disbursements as directed by the President and the Chapter Leadership.
- b) Keep the financial records required by the Chapter and by CAPS.
- c) Submit financial records for audit when required by CAPS.
- d) CAPS will receive bank statements and make them available to the CLT for review along with a financial report.
- e) The chapter funds will be kept in a separate account for use by the chapter in its operations and chapters will have access to their own statements.

11.4 Record Keeping

- a) Keep the records of the Chapter, including notices and minutes of meetings, as determined by CAPS.
- b) Manage the support agreement and utilization of CAPS Chapter Support Services.

11.5 Programming

- a) Arrange the professional development and social events for the Chapter. Liaise with the CAPS Programming Council, among others, for the development, alignment, marketing, and communication of Chapter events.

11.6 Membership Recruitment and Renewal

- a) Design, implement, and support member outreach, recruitment, and retention programs in conjunction with CAPS.

Section 12: Liabilities

12.1 The Chapter Leadership is not personally liable to the Chapter or its affiliated members for any monetary damages for breach of the fiduciary duties as a Leader unless they:

- a) Breach their Leadership duty of loyalty to the Chapter and its affiliated members.
- b) Act in bad faith or are involved in intentional misconduct or a knowing violation of law.
- c) Derive an improper personal benefit as a Leader.
- d) Act in a manner that is grossly negligent.

12.2 In the event that the Chapter has its charter revoked, all operations of the Chapter will cease immediately and signing authority will be revoked. Management of the Chapter's assets will revert to the CAPS Board of Directors and the Chapter will cease to be affiliated with CAPS.

Section 13: Additions to the Chapter's Operating Guidelines

13.1 Affiliated members of the Chapter can propose additions to the Chapter's operating guidelines by submitting their request to a member of the CLT.

13.2 The CLT will then consult with the CAPS President to ensure the proposal is not in conflict with CAP's Bylaw, operations, policies, or procedures.

13.3 The proposed additions will then be sent to the Chapter's affiliated members no less than 30 days prior to the meeting at which the addition will be voted on.

13.4 A quorum of the affiliated members is required at the time of the vote, and additions to the operating guidelines require a simple majority vote to pass.

13.5 If the additions pass, the President will advise CAPS' Executive Director and/or the CAPS President. The addition to the Operating Guidelines takes effect upon approval by the CAPS Board of Directors. Once the approval is given, the Chapter President will update the Chapter's Operating Guidelines and forward a copy to the CAPS Executive Director.

**Operating Guidelines for CAPS _____ of the
Canadian Association of Professional Speakers (CAPS)**

President:

CLT Leaders:

Date of Approval by CLT:

National Board Members

Date of Approval by CAPS National Board:
