

# **BYLAWS FOR ALABAMA CHAPTER OF THE PUBLIC RELATIONS SOCIETY OF AMERICA, INC.**

**Updated – March 2014**

**Voted and Approved by Local Board – April 4, 2014**

**Voted and Approved by Membership – May 13, 2014**

*This document includes model bylaws that serve as guidelines. Chapters may modify them to suit local circumstances as long as modifications do not conflict with the Society's bylaws or applicable State and Federal laws. No Chapter bylaws or amendments may go into effect without prior approval from the PRSA Board of Directors.*

# **Bylaws of The Alabama Chapter of the PUBLIC RELATIONS SOCIETY OF AMERICA, INC.**

## **ARTICLE I – GENERAL**

Section 1. Name. The name of this organization is the Alabama Chapter (“Chapter”), a chapter of the Public Relations Society of America, Inc. (“Society” or “PRSA”).

Section 2. Territory and Location. The Chapter will operate and serve members within the territory approved by the Society, and its principal office will be located in a place determined by the Chapter’s board of directors. The territorial limits approved by the Society for this Chapter are the State of Alabama.

Section 3. Objectives. In accordance with the purposes of the Society as set forth in the Society’s articles of incorporation and bylaws, the objectives of this Chapter shall be to serve a diverse community of professionals, empowering them to excel in effective, ethical and respectful communications on behalf of the organizations they represent and the constituencies they serve, and advance the careers of its members by providing:

- Lifelong learning.
- Vibrant, diverse and welcoming professional communities.
- Recognition of capabilities and accomplishments.
- Thought leadership, ethics and professional excellence.

Additionally, as the preeminent association for public relations and communications professionals, PRSA empowers a diverse community of members at every stage of their career with the knowledge and resources to advocate for the profession, achieve ethical and professional excellence, and drive the strategic outcomes of their organizations.

Further, the Chapter, its board, officers, and members shall support and adhere to the bylaws, purposes, code of ethics, and all applicable policies and procedures established by the Society.

Section 4. Restrictions. All policies and activities of the Chapter shall be consistent with:

- Applicable federal, state and local antitrust, trade regulation or other requirements.
- Tax-exemption requirements imposed on the Society under Internal Revenue Code Section 501(c) (6), including the requirements that the Chapter shall not be organized for profit and that no part of its net earnings shall inure to the benefit of any private individual.

## **ARTICLE II - MEMBERSHIP**

Section 1. Membership Eligibility. Membership in the Chapter is limited to individuals who are members in good standing with the Society, who are in compliance with the Society’s bylaws, member code of ethics, and applicable policies and procedures, and who have paid membership dues to the Chapter.

Section 2. Admission to Membership. Admission to membership in the Society shall be governed by the pertinent provisions of the Society’s bylaws and subject to the eligibility requirements set forth above in Section 1. All members of the national society residing in the Alabama Chapter area shall be considered chapter members unless they specifically decline chapter membership or do not pay chapter dues in accordance with Article IV.

Section 3. Rights and Privileges of Membership. Membership carries with it a definitive obligation to pay all applicable dues, fees and other charges (collectively referred to as “financial obligations”), as provided in these bylaws and as determined by the board from time to time. Any payments by a member to the Society does not mitigate such member’s financial obligations to the Chapter.

Section 4. Resignation or Termination of Membership.

- (a) Membership is automatically terminated without action by the board for failure to pay applicable dues for more than three months, failure to meet the eligibility requirements for membership, or when the membership to the Society has been terminated for any reason, including non-payment of dues.
- (b) A member may resign by submitting a written resignation.
- (c) Termination or resignation does not relieve a member from liability for any financial obligations accrued and unpaid as of the date of the termination or resignation.

Section 5. Dues. The amount of Chapter dues shall be fixed annually by the board. Any member whose Chapter dues are unpaid for three months shall not be in good standing, and shall not be entitled to vote, hold office or enjoy other privileges of Chapter membership, provided such member has been duly notified.

Section 6. Membership Meetings.

- (a) There shall be an annual membership meeting each year held prior to the end of the year at such date, time and place as may be designated by the board.
- (b) Including the annual meeting, there shall be regular membership meetings at least ten times a year at such times and places as may be designated by the board.
- (c) Special meetings of the Chapter may be called by the president, the board or on written request by 25 percent of the Chapter members.
- (d) Notice of the annual meeting shall be given to each member personally by mail, electronic mail or other mode of written transmittal at least thirty days prior to the meeting. Notice of a regular meeting or special meeting shall be given to each member at least 10 days in advance.
- (e) A quorum for membership voting is 33% percent of the voting members present in person, by proxy or by electronic communication.
- (f) All matters voted upon by the membership shall be decided on the basis of a majority of the votes cast.
- (g) All Chapter members have a single vote.
- (h) Votes cast for matters that are decided during Chapter meetings may be cast in person or by proxy; a quorum must be present for the vote to be valid.
- (i) For elections of Chapter officers as well as for other matters so determined by the board, decisions may be reached through votes of the memberships that may be cast in person, by proxy, in writing, by facsimile or through electronic means such as email.

**ARTICLE III - OFFICERS AND BOARD OF DIRECTORS**

Section 1. Scope. The affairs of the Chapter are managed by its board of directors. It is the board's duty to carry out the objectives and purposes of the Chapter, and to this end, it may exercise all powers of the Chapter. The board is subject to the restrictions and obligations set forth in these bylaws, the Society's bylaws, policies and procedures, and code of ethics.

Section 2. Board Composition. The governing body of the Chapter shall be a board of directors consisting of the president, president-elect, secretary, treasurer, PRSA Leadership Assembly delegate(s), first year Director-at-large, a second year Director-at-large, and a third year Director-at-large (the three immediate past presidents). Directors and officers shall be members in good standing with the Chapter and the Society. Directors and officers, except for the president and past president, shall be elected by the Chapter membership at its annual meeting for a term of one year, beginning Jan. 1 and ending when their successors are elected and installed. The board shall set forth the nomination and election procedures and make such procedures available to the membership.

**Section 3 - NOMINATIONS AND ELECTIONS**

- (a) Nominating Committee. There shall be a nominating committee of no fewer than three members -- one being an accredited member, another being the President-Elect -- appointed by the President with approval of the Board of Directors at least sixty days prior to the Annual Meeting of the Chapter.
- (b) Nominations. The Nominating Committee shall name a qualified nominee for each office and for Assembly Delegate. It shall ensure that each nominee has been contacted and agrees to serve if elected. Additional nominations, if any, shall be accepted from members at the Annual Meeting, provided the nominees have been contacted and agree to serve if elected.
- (c) Notice of Membership. At the chapter meeting preceding the Annual Meeting of the Chapter, the Secretary shall announce to all Chapter members the list of nominees prepared by the Nominating Committee.
- (d) Elections. Officers, directors and the Assembly Delegate shall be elected at the Annual Meeting of the PRSA Alabama Chapter. Election shall be by majority vote of the members in good standing present and voting. Balloting in contested elections shall be by secret ballot.

Section 4. Chapter Officers. The officers of the Chapter shall be a president, president-elect, secretary, treasurer and directors-at-large. The offices of secretary and treasurer may be combined and held by the same person at the discretion of the board. The officers shall be elected by Chapter membership at its annual meeting for a term of one year, beginning Jan. 1 and ending when their successors are elected and installed. No officer having held an office for two successive terms shall be eligible to succeed himself/herself in the same office unless there are no other candidates for a position. If there are no other candidates, officers and directors may serve one additional term with board approval.

Section 5. President. The president shall preside at all meetings of the Chapter and of the board. He/she shall appoint all committees with the approval of the board and shall be an ex-officio member of all committees, unless otherwise provided by the board. The president shall perform all other duties incident to the office of president. The president shall immediately succeed to the position of past president upon expiration of the president's term of office. [The president or his/her designee shall/may serve as a PRSA Leadership Assembly delegate.]

Section 6. President-Elect. The president-elect shall assist the president, perform all duties incident to the office of president-elect and, in the absence or disability of the president, shall exercise the powers and perform the duties of the president. The president-elect shall immediately succeed to the office of president upon expiration of the president's term of office, and in the event of the death, resignation, removal, or incapacity of the president. [The president-elect or his/her designee shall/may serve as a PRSA Leadership Assembly delegate.]

Section 7. Secretary. The secretary shall keep records of all meetings of the Chapter and of the board, send copies of such minutes to PRSA Headquarters and to the district chair, issue notices of all meetings, maintain or cause to be maintained the roll of membership, and perform all other duties customarily pertaining to the office of the secretary.

Section 8. Treasurer. The treasurer shall receive and deposit all Chapter funds in the name of the Chapter, in a bank or trust company selected and approved by the board. He/she shall issue receipts and make authorized disbursements by check after proper approval by the president or board. He/she shall prepare the Chapter's budget, make regular financial reports to the board, render an annual financial statement to Chapter membership and perform all other duties incident to the office of the treasurer.

Section 9. Leadership Assembly Delegates. The PRSA Leadership Assembly delegate(s) shall serve as the Chapter's representative(s) at meetings of the PRSA Leadership Assembly, and as a liaison between the Society and the Chapter. The Leadership Assembly Delegate will serve a three year term beginning Jan. 1 and ending following three consecutive years of service when his/her successor is elected/appointed and installed. The Chapter president and/or president-elect or his/her designee shall/may serve as a PRSA Leadership Assembly delegate. Each additional delegate shall be [elected by the Chapter membership or appointed by the Chapter (president/board/executive committee/officers/etc.)] for a term of one year beginning Jan. 1 and ending when his/her successor is [elected/appointed] and installed. To be eligible to serve as a PRSA Leadership Assembly delegate, a member must be Accredited in Public Relations (APR), or be a current or former member of the Chapter's board.

Section 10. Directors-at-large. Outgoing Presidents of the Alabama Chapter shall serve a three-year term as Directors-at-large.

Section 11. Vacancies. In the event of death, resignation, removal or expulsion of any officer or director, other than the president who shall be succeeded by the president-elect, the board shall elect a successor who shall take office immediately and serve the balance of the unexpired term, or until the next annual election.

Section 12. Removal or Resignation.

- (a) Any director who misses more than two consecutive board meetings without an excuse acceptable to the board may be given written notice of dismissal by the Chapter president and replaced in accordance with Section 11 above.
- (b) Any officer may be removed by: (1) two-thirds of the members voting where a quorum is present, or (2) three-quarters of the full board, excluding the officer proposed to be removed. Any officer proposed to be removed shall be provided with advance written notice, including the reason for the proposed removal, and must have an opportunity to respond to the proposed removal in writing or in person.
- (c) Any director or officer may resign at any time by providing written notice to the board.
- (d) Any removal or resignation of a person as an officer automatically results in that person's removal or resignation from the board.

Section 13. Board Meetings. There shall be at least four meetings of the board at such times and places as it may determine. It shall meet at the call of the president or upon call of any three directors. Notice of each meeting of the board shall be given personally by mail, electronic mail or other mode of written transmittal to each director at least seven days prior to the meeting. Proxy voting is prohibited at board meetings.

Section 14. Quorum. A majority of the board of directors in office shall constitute a quorum for all meetings of the board, as referenced in Article III Section 2.

Section 15. Compensation and Reimbursement. No director or elected officer of the Chapter shall be entitled to any salary or other compensation, but may be reimbursed for expenses reasonably incurred in connection with the performance of their duties.

#### **ARTICLE IV – COMMITTEES**

Section 1. Appointment and Dissolution of Committees. The board may appoint and dissolve committees to carry on the affairs of the Chapter as the board deems necessary or advisable. The board shall determine the duties of any such group, as well as its size and tenure. All committees established under this section shall be subject to the authority of the board.

Section 2. Committee Reports. The chair of each committee shall report its activities regularly to the board. All committee activities shall be subject to approval by the board.

#### **ARTICLE V - AMENDMENTS**

These bylaws may be amended by a majority vote of the members present at any meeting in which a quorum is reached, provided such proposed amendment(s) has been approved by the Chapter's board, and at least thirty days' notice has been given to all members of any proposed amendment(s). Amendments adopted in accordance with this provision become effective only after approval by the Society's board.

**ARTICLE VI – MISCELLANEOUS**

Section 1. Charter. The Chapter, its officers, directors, and agents must conform with and maintain its charter and all Chapter affiliation requirements imposed by the Society.

Section 2. Books and Records. The Chapter must keep books and records of its financial accounts, meeting minutes, and membership list with names and addresses. The Chapter will make its books and records available to the Society at any time.

Section 3. Annual Report to the Society. The Chapter will submit an annual report to the Society each year, as well as any other document or report required by the Society.

Section 4. Conflict-of-Interest Policy. The board will adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and directors of the Chapter.

Section 5. Assets of Chapter and Dissolution. No member of the Chapter has any interest in, or right or title to the Chapter's assets. Should the Chapter liquidate, dissolve or terminate in any way, all assets remaining after paying the Chapter's debts and obligations shall be transferred to the Society or, in the event that the Society ceases to exist, to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Chapter board shall determine. In no event may any assets inure to the benefit of or be distributed to any member, director, officer, or employee of the Chapter.

Section 6. Nondiscrimination. In all deliberations and procedures, the Chapter will subscribe to a policy of nondiscrimination on the basis of race, creed, religion, disability, sex, age, color, national origin or sexual or affectional preference.

Section 7. Fiscal Year. The fiscal year of the Chapter will be the calendar year.

Section 8. Remote Communications. To the extent permitted by law, any person participating in a meeting of the membership, board, or committee of the Chapter may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation constitutes presence in person at the meeting.

\* \* \* \* \*