

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

### ARTICLE I - NAME

The name of this nonprofit professional organization shall be the Alabama Chapter of the Public Relations Society of America, Inc. (PRSA).

### ARTICLE II - OBJECTIVES

In accordance with the objectives of the Public Relations Society of America, the objectives of this Chapter shall be to advance the art and science of public relations in the public interest; to encourage research, discussion and study of the problems and techniques of the public relations profession; to strengthen and maintain the highest standards of service and ethical conduct by all members of the profession; to exchange ideas and experiences and collect and disseminate information that may enhance or improve the professional knowledge, standards, ethics and standing of the membership; and to promote (comraderie) fraternality within the profession.

### ARTICLE III - MEMBERSHIP

Section 1. Eligibility. To be eligible for membership in the Chapter, a person must be a member in good standing of the Public Relations Society of America. Any such member of the Society is eligible for membership in the Alabama Chapter.

(Section 2. Admission to Membership. Each application for membership in the Public Relations Society of America and the Alabama Chapter shall be presented and countersigned by two sponsors who are active or accredited members in good standing with the Public Relations Society of America. 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. Application for Membership. Each application for members in the Public Relations Society of America [henceforth referred to as The Society] and the Alabama Chapter shall be signed by a Chapter officer for the Chapter Board of Directors. The application shall then be forwarded to the Society's national headquarters for submission to the National Eligibility Committee and for final action in accordance with the Bylaws of the Society. It is further provided that any applications which may be received by the Society from the area of the Alabama Chapter which do not bear the approval of the Chapter's Board of Directors shall be referred to the Chapter Board for action.)

Section 2. Chapter Membership. Each application for membership in the Public Relations Society of America and the Alabama Chapter shall be presented and countersigned by two Alabama Chapter sponsors who are active or accredited members in good standing with the Public Relations Society of America. The application shall then be forwarded to the Society's national headquarters for submission to the National Eligibility Committee and for final action in accordance with the bylaws of the Society. 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. Alabama Chapter members must be members of the national society.

Section (4.) 3. Retirement Status. Any member of the Chapter who has been a member of PRSA in good standing for at least five years and is gainfully employed for less than 50 percent of the time is eligible for retirement status. Members on retirement status shall enjoy all the rights and privileges of membership.

Section (5.) 4. Termination of Chapter Membership. Any member who for any reason ceases to be a member of the Society or is dropped from the Society's roll for non-payment of dues shall cease to be a member of the Chapter and shall be dropped from the Chapter roll.

Section (6.) 5. Rights and Privileges of Membership. Subject to the Bylaws of the Society, the right to serve as an Assembly Delegate or Alternate Delegate, or as professional advisor to a PRSSA chapter shall be limited to members who are accredited. All members in good standing shall have the right to vote and to participate in committee assignments.

Section 6. Non-discrimination. The Chapter shall in all deliberations and procedures subscribe to a policy of non-discrimination on the basis of race, creed, religion, disability, sex, age, color, national origin, or sexual or affectional preference.

#### ARTICLE IV. - DUES

Section 1. Amount. The amount of Chapter dues shall be fixed annually by the Chapter's Board of Directors and shall be payable in accordance with Chapter fiscal policies.

Section 2. Nonpayment of Chapter Dues. Any member whose chapter dues are unpaid for three months shall be considered not in good standing and shall not be entitled to vote, hold office or enjoy other privileges of Chapter membership, provided such member shall have been duly notified. Payment of Society national dues is a requirement for Chapter membership. Any member who fails to pay national society dues is not eligible to remain a member of the Chapter, regardless of whether Chapter dues have been paid.

Section 3. Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

#### ARTICLE V. - BOARD OF DIRECTORS

Section 1. Composition. The governing board of the Chapter shall be a Board of Directors consisting of the President, President-elect, Secretary, Treasurer, the Immediate Past President, the Assembly Delegate, and three Directors-at-large.

Section 2. Assembly Delegate. The Assembly Delegate shall serve as the Chapter's representative at meetings of the PRSA Assembly and shall be elected by the Chapter membership for a three-year term in accordance with the Bylaws of the Society. In the event of the inability of the elected delegate to serve, the Board may elect an Alternate Delegate, who must meet the requirements of Article III of the National Bylaws.

Section 3. Directors-at-large. In the first election conducted by the provisions of this section, one director shall serve three years; one director shall serve two years and one director shall serve one year. Thereafter, one director shall be elected each year by the chapter membership at its Annual Meeting to serve a term of three years beginning January 1st and until a successor is elected and installed.

Section 4. Vacancies. In the event of death, resignation, removal or expulsion of any officer, director or Assembly Delegate, the Board of Directors shall elect a successor who shall take office immediately and serve for the balance of the unexpired term or until the next annual election.

Section 5. Removal. Any director who misses more than three 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 4 above.

Section 6. Board Veto. The Chapter Board of Directors shall have veto power over acts of any Chapter officer or committee.

Section 7. Board Meetings. There shall be at least four meetings of the Board of Directors each year at such times and places as it may determine. The Board shall meet at the call of the President or upon call of any three members of the Board of Directors. Notice of each meeting of the board shall be given to each director personally or by mail at least seven days in advance.

Section 8. Quorum. A majority of the Board of Directors shall constitute quorum for all meetings of the board.

#### ARTICLE VI. - OFFICERS

Section 1. Chapter Officers. The officers of the Chapter shall be a President, President-Elect, a Secretary and a Treasurer. The officers shall be elected by the Chapter membership at its Annual Meeting for a term of

one year and until 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.

Section 2. President. The President shall preside at all meetings of the Chapter and of the Board of Directors. The President shall appoint all committees with the approval of the Board of Directors and shall be ex-officio member of all committees except the Nominating Committee. The President shall perform all other duties incident to the office.

Section 3. President-Elect. The President-Elect shall, in the absence or disability of the President, (exercise) shall exercise the powers and perform the duties of the President. The President-Elect also shall assist the President and perform such other duties (incident to the office) as shall be prescribed by the Board of Directors.

Section 4. Secretary. The Secretary shall keep records of all meetings of the Chapter and of the Board of Directors, send copies of such minutes to Society Headquarters, 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.

Section 5. 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 of Directors. The Treasurer shall issue receipts and make authorized disbursements by check after proper approval by the President or Board of Directors. The Treasurer shall prepare the Chapter's budget, make regular financial reports (to the Chapter membership,) to the Board of Directors, render an annual financial statement to the chapter membership, and perform all other duties incident to the office.

Section 6. Compensation and Reimbursement. No elected officers of the Chapter shall be entitled to any salary or other compensation. The Board of Directors may reimburse elected officers or Assembly Delegate or their alternates for their expenses incurred in connection with the performance of their duties.

#### ARTICLE VII. - NOMINATIONS AND ELECTIONS

Article 1. 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 (forty days) sixty days prior to the Annual Meeting of the Chapter.

Article 2. Nominations. The Nominating Committee shall name a qualified nominee for each office, for Assembly Delegate and for each director whose term is expiring. 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.

Article 3. Notice of Membership. At least thirty days before the Annual Meeting of the Chapter, the Secretary shall mail to all Chapter members the list of nominees prepared by the Nominating Committee.

Article 4. 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.

#### ARTICLE VIII - COMMITTEES

Section 1. Standing Committees. In addition to the Nominating Committee, there shall be standing committees on Programs, Eligibility, Membership, Professional Development, Accreditation, Awards, Public Relations, Public Service, Student Chapter Liaison and Foundation Academy Member.

Section 2. Additional Committees. Other committees may be constituted by the Chapter Board of Directors with approval by the membership.

Section 3. Special Committees. Special committees (shall) may be established and appointed by the President with approval of the Board of Directors.

Section 4. Committee Reports. The chairman of each committee shall report its activities regularly to the Board of Directors. All committee activities shall be subject to approval by the Board of Directors.

## ARTICLE IX - CHAPTER MEETINGS

Section 1. Annual Meeting. There shall be an Annual Meeting in November of each year at such time and place as may be designated by the Board of Directors.

Section 2. Regular Meetings. In addition to the Annual Meeting, there shall be regular monthly meetings at least (nine times) ~~ten times~~ a year at such times and places as may be designated by the Board of Directors.

Section 3. Special Meetings. Special meetings of the Chapter may be called by the President, the Board of Directors or on written request by 25 percent of the Chapter members.

Section 4. Notice of Meetings. Notice of the Annual Meeting shall be mailed to each member at least thirty days in advance. Notice of a regular meeting or special meeting shall be mailed to each member at least ten days in advance.

Section 5. Quorum. (One-third of the members) A majority of the members of the Chapter shall constitute a quorum at any meeting of the Chapter.

## ARTICLE X. - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at any meeting at which a quorum is present, provided such proposed amendment(s) has been approved by the Chapter's Board of Directors 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 National Board of Directors.