

BYLAWS of the PRSA Greater Fort Lauderdale Chapter
[Broward County]
of the PUBLIC RELATIONS SOCIETY OF AMERICA, INC.

Respectfully submitted,

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As approved by the chapter membership on December 7, 2015.

ARTICLE I - GENERAL

Section 1. **NAME.** The name of this nonprofit professional organization is the Greater Fort Lauderdale Chapter, a chapter of the Public Relations Society of America, Inc. (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 primarily located in Broward County, Florida.

Section 3. **Objectives.** In accordance with the objectives of the Public Relations Society of America (PRSA), 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 fraternalism within the profession.

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 PRSA 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.** To be eligible for membership in the chapter, a person must be a member in good standing of the public relations profession. Any such members of the profession, as well as students studying it, are eligible for membership in the chapter.

Section 2. **Admission to Membership.** Admission to membership in PRSA shall be governed by the pertinent provisions of the bylaws of PRSA's national office and local chapter. Any person admitted to membership in PRSA shall become a member of the Greater Fort Lauderdale Chapter, if eligible, upon payment of chapter dues.

Section 3. **Rights and Privileges of Membership.** Subject to the bylaws of the PRSA, the right to serve as an Assembly Delegate or Alternate Delegate or as a professional advisor to a PRSSA chapter shall either be accredited; a current or former board

member; or committee member.

Section 4. **Termination of Chapter Membership.** Any member who for any reason ceases to be a member of PRSA or is dropped from PRSA's roll for nonpayment of dues shall cease to be a member of the chapter and shall be dropped from the chapter roll.

Section 5. **Dues.** The amount of chapter dues shall be fixed annually by the Board of Directors. 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) **Annual meeting.** There shall be an annual meeting each year at such time and place as may be designated by the Board of Directors.

(b) **Regular Meetings.** In addition to the annual meeting, there shall be monthly meetings or functions at least 10 times a year at such times and places as may be designated by the Board of Directors. The meetings may be held in person or by teleconference.

(c) **Special Meetings.** Special meetings of the chapter may be called by the President, by the Board of Directors or on written request by 25 percent of the chapter members.

(d) **Notice of Annual and Regular Meetings.** Notice of the annual meeting shall be e-mailed to each member at least 30 days in advance. Notice of a regular meeting or special meeting shall be e-mailed to each member at least 10 days in advance.

(e) **Quorum.** Ten percent of the members of the chapter shall constitute a quorum at any meeting of the chapter.

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, and by PRSA's bylaws, policies and procedures, and code of ethics.

Section 2. **Composition.** The governing body of the chapter shall be a Board of Directors consisting of the president, president-elect, secretary, treasurer, the immediate past president, the assembly delegates and three directors-at-large (first, second, and third year). Subject to the discretion of the president and president-elect,

there are optional add-on board positions of assistant treasurer and fourth-year director.

Section 3. **Chapter Officers.** The officers of the chapter shall be a president, a president-elect, a secretary and a treasurer. The officers shall be elected by Chapter membership at its annual meeting for a term of one year, beginning January 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.

Section 4. **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 immediate past president upon expiration of the president's term of office. [The president or his/her designee shall serve as a PRSA Leadership Assembly delegate.]

Section 5. **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 serve as a PRSA Leadership Assembly delegate.]

Section 6. **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 7. **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. He or she shall issue receipts and make authorized disbursements by check after proper approval by the president or Board of Directors. He or she shall prepare the chapter's budget, make regular financial reports to the Board of Directors, render an annual financial statement to the chapter membership, distribute scholarship and reimbursement checks, and perform all other duties incident to the office. The treasurer and president will have access to the chapter bank account.

Section 8. **Leadership Assembly Delegates.** The two assembly delegates shall serve as the chapter's representative at meetings of the PRSA Assembly and PRSA Sunshine District in accordance with provisions of the bylaws of PRSA.

Section 9. **Directors-at-Large.** Directors-at-large 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 his or her successor is elected and installed.

Section 10. **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 11. Removal or Resignation.

- (a) 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 10 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 12. Board Meetings. There shall be at least 10 meetings of the Board of Directors per year at such times and places as it may determine. Meetings may be held in person, by phone, by teleconference or by any other means agreed to by the board as indicated in Article VI, Section 8. It 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 e-mail at least seven days in advance.

Section 13. Quorum. Over 50 percent of the Board of Directors present shall constitute a quorum for all meetings of the board. A quorum will allow members to vote on agenda items. Ten percent of members at a membership meeting shall constitute a quorum to vote on chapter related issues.

Section 14. Compensation and Reimbursement. No elected officer of the chapter shall be entitled to any salary or other compensation. The Board of Directors may reimburse elected officers or the assembly delegate or their alternates for their expenses incurred in connection with the performance of their duties.

Section 15. Scholarship/Professional Development Funding. The chapter's Board of Directors shall determine the amount available, application process and guidelines for scholarships/professional development funding, which is limited to Chapter members in good standing. The Board of Governors, appointed by the Scholarship Committee and consisting of a minimum of three past chapter presidents and Chaired by the Immediate Past President, shall review valid conference and other professional development applications as determined by the Board of Directors and recommend recipients to the Board of Directors for final approval by the Board of Directors.

Section 16. **Bylaws.** The Board of Directors is also responsible for any changes to and approval of the chapter bylaws.

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. **Nominating Committee.** There shall be a Nominating Committee of no fewer than three members who are accredited, appointed by the president with approval of the Board of Directors at least 60 days prior to the annual meeting of the chapter.

Section 3. **Nominations.** The Nominating Committee shall name a qualified nominee for each office and for each assembly delegate and 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. It is strongly recommended that, in proposing nominees for chapter leadership positions, the Nominating Committee give primary consideration to candidates who are accredited members of the Society.

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.

Section 5. **Standing Committees.** In addition to the Nominating Committee, there may be standing committees on Program, Eligibility, Membership, Professional Development, Accreditation, Awards, Public Relations, Public Service, Student Chapter Liaison, Foundation Academy Member, or others as deemed necessary by the Board of Directors.

Section 6. **Special Committees.** Special committees may be established and appointed by the president with approval of the Board of Directors.

Section 7. **Notice of Membership.** At least 30 days before the annual meeting of the chapter, the secretary shall e-mail to all chapter members the list of nominees prepared by the Nominating Committee.

Section 8. **Elections.** Officers and directors shall be elected at the annual meeting of the 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 V - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at any meeting (email votes that fall within these parameters are valid) in which a quorum is present, provided such proposed amendment(s) has been approved by the chapter's board, and at least 30 days' notice has been given to all members of any proposed amendment(s). An exception to the 30-day notice rule can be made in special circumstances. Amendments adopted in accordance with this provision become effective only after approval by the Society's board. A committee must be established by the president up to review and update the chapter bylaws every two years.

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 PRSA each year, as well as any other document or report required by PRSA. The report will be distributed electronically to all members of the chapter in good standing as of the time of its submission.

Section 4. **Conflict-of-Interest Policy.** By accepting a position as an Officer or member of the Board of Directors, each member acknowledges that he or she does not have a conflict of interest that prohibits his/her involvement. If a conflict of interest arises after an individual is sworn in as a member of the Board of Directors, it is his/her responsibility to immediately disclose the conflict of interest to the Board of Directors in writing and either resign from his/her position or request that the Board determine if he/she is unable to fulfil his/her duties.

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 PRSA or, in the event that PRSA 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.