

## National Capital Chapter

# Chapter Bylaws – National Capital Chapter, PRSA

*Revised October 2011 to reflect changes in bylaws of National PRSA - Amended December 2016 to reflect new language defining committees in Article IX, Section 1 and the introduction of two-year terms for two of three vice presidents in Article VI, Section 3.*

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### **ARTICLE I - NAME, LOCATION, CHARTER**

**Section 1.** The name of this organization is the National Capital Chapter, Public Relations Society of America (hereinafter called the Chapter). It was established in Washington, D.C., by charter granted December 4, 1949, as a duly constituted Chapter of the Public Relations Society of America, Inc., a nonprofit organization incorporated under the laws of the state of New York. The Chapter is in the Mid- Atlantic District of PRSA or as designated by the national Society.

**Section 2.** The Chapter, its officers, directors and agents must conform with and maintain this charter and all Chapter affiliation requirements imposed by the Society.

### **ARTICLE II - OBJECTIVE**

It is the mission of the National Capital Chapter of the Public Relations Society of America to be the preeminent force to achieve professional excellence, to promote adherence to the Society's Code of Ethics and Professional Standards, to build recognition for the practice, and to stimulate the professional growth of each member.

## **ARTICLE III - MEMBERSHIP**

**Section 1. Classes.** Classes of membership shall be Member and Associate Member. Eligibility shall be as specified in the national bylaws of the Society. Chapter members must be national members.

**Section 2. Applications.** The method of election to membership is governed by the provisions of this section.

- a. Application for admission as a Member or Associate Member shall be made by a PRSA membership application submitted to the national PRSA office.

**Section 3. Transfers.** Members and Associate Members in good standing in another chapter of the Public Relations Society of America may transfer membership to this Chapter in accordance with the Society and Chapter's bylaws and procedures.

**Section 4. Retirement.** A member who is retired from active practice may be placed on retirement status for as long as he or she remains retired, provided he or she has, at the time of such retirement, been a member in good standing for not less than five (5) years and provided that the Chapter Board of Directors approves retirement status for such member. A member shall be eligible for retirement status only if and so long as he or she is gainfully employed less than 50 percent of the time. Requirements for retirement status will be at all times governed by the bylaws of the Society.

**Section 5. Rights and Privileges.** Members and Associate Members in good standing shall have equal voting rights. The right to serve as a Chapter Director or petition for bylaws amendments shall be accorded Members and Associate Members. The right to serve as a Chapter Delegate to the Assembly shall be limited to members, in accordance with the Society's bylaws.

**Section 6. Code of Ethics and Professional Standards.** Members shall subscribe to and conduct themselves in accordance with the Code of Ethics and Professional Standards of the Public Relations Society of America. Procedures for the complying with the Code, as set forth in the bylaws of the Society, shall be observed in all cases involving members of the Chapter.

**Section 7. 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 nonpayment of dues shall cease to be a member of the Chapter and shall be dropped from the Chapter roll.

## **ARTICLE IV - DUES**

**Section 1. Authority.** Financing of this Chapter shall be through the charging of fees for events, activities, and services, in addition to the payment of dues by the membership in such manner and amount as the Board of Directors shall from time to time determine, with such Board action subject to approval by the membership.

**Section 2. Notices.** All dues shall be billed and payable as determined by the Chapter Board of Directors acting in accordance with national PRSA membership procedures.

**Section 3. Arrears.** Chapter members whose dues are not received by the established payment deadline shall be considered not in good standing and shall not be listed in the Chapter's membership directory.

**Section. 4 Reinstatement after Resignation.** A Chapter member who voluntarily resigns membership may reinstate membership at any time by giving notice of intention to reinstate membership and by paying at the same time the full year's current dues.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1.** Authority. The Chapter shall be governed by the Chapter Board of Directors in accordance with these bylaws.

**Section 2.** Composition. The Board of Directors shall consist of the elected officers, twelve (12) directors, and ex-officio members.

a. **Directors.** There shall be two classes of directors, elective and appointive. Each director, irrespective of classification, shall have one vote and equal rights with all other members of the Board.

b. **Elective Directors.** There shall be six elective directors, elected by the Chapter membership to serve two-year terms. Of these, three shall be elected each year in accordance with Article VII of these bylaws. In addition, there shall be three elective directors, elected each year in accordance with Article VII of these bylaws to serve one-year terms. A Chapter officer elected while serving as a director shall resign as a director before assuming office.

c. **Appointive Directors.** Three directors may be appointed by the President. The term of office for an appointive director shall end on the day that the appointing President leaves office.

d. **Ex-officio Members.** The immediate past president shall be a voting ex-officio member of the Board of Directors. The following Chapter members shall be ex-officio members of the Board in an advisory capacity and without vote: any past president of the Public Relations Society of America, any member of the Chapter who holds office as a Chapter Delegate to the Assembly of the Public Relations Society of America, any member who holds office as a director of the Society nationally, and the Mid-Atlantic District Chairman.

e. **Vacancies.** Vacancies among officers or elective members of the Board shall be filled by election by the Board of Directors. A person elected by the Board to fill a vacancy shall serve the remainder of the term to which his/her predecessor was elected by the Chapter membership; except that, in case of a vacancy in the presidency, the President- Elect shall succeed to that office. Vacancies among appointive directors shall be filled by members appointed by the President to serve until expiration of the current fiscal year.

**Section 3. Duties.** The Board of Directors shall establish policy, adopt an annual budget, approve contracts and expenditures for all necessary items and services in connection with the management of the Chapter, authorize the creation of standing committees by the President, provide for the business and conduct of annual and other meetings of the Chapter and of the Board of Directors, authorize Chapter sponsorship of conferences and workshops, perform such other duties as are prescribed elsewhere in these bylaws, and delegate its authority, powers and duties to officers and committees as it so decides. Individual Board members may be designated by the President to oversee committees.

The Board shall not expend or contract to expend funds over and above amounts in the treasury not otherwise committed, or reasonably certain to be received before the indebtedness falls due.

**Section 4. Meetings.** Meetings of the Board of Directors shall be held as follows:

- a. **Regular.** Regular meetings shall be held at such time and place as the President shall designate, providing, however, that the Secretary shall call a meeting within ten (10) days of receipt of a written request from one-third of the Board members.
- b. **Special.** Special meetings shall be held on call of the President.
- c. **Notice.** At least seven (7) days written notice to all members of the Board shall be given of any regular or special meeting, which notice shall state the purpose of the meeting. Notice of any regular or special meeting may be waived by consent of a majority of Board members.
- d. **Quorum.** A majority of voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting duly called and held, provided, however, that the voting member is present or calling in when business is transacted and an officer is present.
- e. **Member Attendance.** All Chapter members in good standing may attend meetings of the Chapter Board of Directors, except when the Board is meeting in Executive Session.

**Section 5. Executive Committee.** The officers shall constitute the Executive Committee, which shall advise the President of the dates, times and places of Chapter and Board meetings; composition of committees; and all matters in which the President desires counsel or assistance. The Executive Committee shall have power to act for the Board between meetings of the Board; it shall report and be responsible to the Board. Meetings of the Executive Committee shall be called by the President, or by any four Members thereof, provided due notice is given to all members of the Committee.

**Section 6. Removal.** A Board member who is under consideration for removal has the right to request and receive a hearing before the full Board prior to any removal action being taken. The Board of Directors may, by the affirmative vote of two-thirds of the entire Board, remove any of its members on either of the following grounds:

- a. Failure to attend three consecutive meetings of the Board of Directors without what constitutes good cause in the opinion of the Board,
- b. Censure, suspension, or expulsion for violation to PRSA's Code of Ethics and Professional Standards, or of the Society's or Chapter's bylaws.

## **ARTICLE VI - OFFICERS AND THEIR DUTIES**

**Section 1. Officers.** The officers of the Chapter shall be a President, President-Elect, three (3) Vice Presidents, Secretary, and Treasurer, who shall be elected by the Chapter members in accordance with provisions of Article VII of these bylaws. These officers shall constitute the Executive Committee.

**Section 2. Duties.** The duties of the officers shall be as follows:

- a. **President.** The President shall be the titular head and official spokesperson of the Chapter; shall preside at all meetings of the Chapter, Board of Directors, and Executive Committee; and, in general, shall supervise the affairs of the organization. Subject to the advice of the Executive Committee and approval of the Board, the President shall appoint all Committees and serve as ex-officio member of each, except as otherwise provided in these bylaws, and with advice of the Executive Committee, shall determine the dates, hours, and places of meetings of the Chapter and Board. The President shall also be the public representative of the Chapter and is authorized to delegate this responsibility. The President shall be insured by a position bond in an amount determined by the Board of Directors. The President shall serve as a PRSA Leadership Assembly delegate, and if he/she cannot attend, will provide proxy authority to an elected delegate.
- b. **President-Elect.** The President-Elect shall perform all duties in the case of the President's inability to serve or upon the President's direction. In the event that the office of President becomes vacant during the term of the incumbent, the President-Elect shall succeed to the Presidency for the remainder of the term and shall retain the Presidency during the year for which he or she was elected. In the absence of the President from any meeting of the Chapter, Board, or Executive Committee, the President-Elect shall perform such duties as may be assigned by the Board of Directors or by the President, including supervision of a portfolio of committees. The President-Elect automatically succeeds the President on January 1, upon expiration of the President's term of office. The President-Elect shall serve as a PRSA Leadership Assembly delegate, and if he/she cannot attend, will provide proxy authority to an elected delegate.
- c. **Vice President.** The three Vice Presidents shall perform such duties as may be assigned by the Board of Directors or by the President, including supervision of a portfolio of committees.
- d. **Secretary.** The Secretary shall keep a record of all actions of the Chapter, Board of Directors, and Executive Committee and shall issue such notices as shall be formally required for regular and special meetings of the Board. The Secretary shall supervise conduct of the Chapter's electoral process in selecting new officers to ensure that it complies with these bylaws. The Secretary shall act as Chapter historian in maintaining and properly preserving minutes, committee reports, and officers' reports. The Secretary shall supervise the Bylaws and Elections Committees and any other committees designated by the President.

- e. **Treasurer.** The Treasurer shall be custodian of the Chapter's funds, having responsibility for the accounting of all monies collected and disbursed. He or she shall maintain deposits in banks or other depositories as may be designated by the Board of Directors; be a signatory of checks, drafts, and other instruments pertaining to the acceptance, deposit, withdrawal, and disbursement of such funds; and report to the Board monthly income and expenses through the end of the preceding month. At all times, he or she shall have all funds, records, and vouchers available for inspection or verification by the Financial Review Committee.

He or she shall render an annual statement at the expiration of his or her term of office, and deliver to his or her successor all monies, books, and other property or, in the absence of the Treasurer Elect, to the President. The Treasurer, with the approval of the President, is authorized to appoint an Assistant Treasurer to serve a concurrent term. The Treasurer and appointed Assistant Treasurer shall be insured by a position bond in an amount determined by the Board of Directors. At such times as persons or firms provide management services under contract approved by the Board of Directors, the Treasurer shall be accountable for ensuring the timely and responsible performance of any or all financial tasks performed by the contractor.

**Section 3. Terms of Office.** All elected officers, except two of three vice presidents, shall serve for a term of one year or until their successors shall be elected and qualify. Terms of office shall begin January 1. Each of the two-term vice presidents shall serve non-sequentially for the purpose of continuity of the executive board between president's terms. No member, except the two vice presidents, may hold the same office more than two consecutive terms. Further, no member, after having served a second consecutive term, shall be elected again to that office until a lapse of at least one year.

**Section 4. Vacancies.** Vacancies in elective offices, except that of President and President-Elect, shall be filled by election by the Board of Directors. The President-Elect shall automatically succeed to the office of President in the event of a vacancy in the Presidency. In the event that a vacancy in the position of President-Elect shall occur, a special election shall be held to name a new President-Elect. The Secretary shall receive nominations and notify the membership of them through the newsletter thirty (30) days in advance of such election. Officers so elected shall serve for the remainder of the current fiscal year or until their successors shall be elected and qualify.

**Section 5. 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 Assembly Delegates or their alternates for their expenses incurred in connection with the performance of their duties.

**Section 6. Conflict-of-Interest Policy.** The Board shall adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and directors of the Chapter.

## **ARTICLE VII - ELECTIONS**

**Section 1. Procedure.** Annual elections to select officers for the fiscal year shall be held by the Chapter. All eligible members may cast a written mail ballot for the following positions: President-Elect, three (3) Vice Presidents, Secretary, Treasurer, three (3) two-year directors, three (3) one-year directors, and Leadership Assembly Delegates. By October 1, the Secretary shall distribute a written ballot listing each qualified candidate for every office to all eligible Chapter members. Each ballot returned shall be the official ballot (not a photocopy) in order to be counted. Envelopes will be separated from the ballots and destroyed before ballots are unfolded and counted to ensure the confidentiality of a member's vote. Deadline for receipt of completed ballots by the Secretary shall be 12:00 noon, October 21, or the next business day, should October 21 fall on a weekend or holiday. Immediately following the deadline, the Secretary shall supervise counting of all authenticated ballots, the candidate(s) receiving the highest number of votes for each position to be named winner(s). If the Secretary or any member of the Elections Committee is a candidate for office, he or she shall not take part in the counting of the ballots. The Secretary shall announce results of the election no later than November 1 on the chapter website and elsewhere as appropriate. In case of any tie vote, a run-off election by secret ballot shall be held. Run-off ballots will be mailed out by November 10, with a December 1 deadline for receipt of run-off ballots, or the following business day, should December 1 fall on a weekend or holiday. In the event of a run-off election, the Secretary will announce the results of the run-off election no later than December 10. Any member of the Chapter may receive, on request, the vote count of any election conducted by the Chapter membership.

**Section 2. Nominating Committee.** A Nominating Committee consisting of at least three members shall be appointed by the President to recommend candidates for all elective offices. The immediate past President shall be the Chair of the Nominating Committee. Incumbent Chapter officers shall not be eligible to serve on this committee. It shall be the duty of the Nominating Committee to present nominations for all officers (except President), Assembly delegates, and elective Board members, offering the name of at least one eligible member in good standing of the Chapter. The nominations shall be reported to the Secretary by September 20, a date that shall constitute the deadline for nominations.

**Section 3. Other Nominations.** Other nominations by the membership shall be submitted to the Secretary no later than September 10. These nominations shall be submitted in writing with assurances that the person or persons so nominated have agreed to such action.

**Section 4. Notification.** The Secretary shall notify the membership of the call for nominations and the nominating procedure and deadlines by August 1. The Secretary shall notify the membership of all nominations through announcement within five days after the close of nominations, no later than September 25.

**Section 5. Campaigning.** The Board shall establish and supervise campaigning procedures that are fair and constructive and that promote wide discussion among the membership of the Chapter's activities, priorities and leadership needs.

## **ARTICLE VIII - MEETINGS**

**Section 1. Regular.** Unless otherwise ordered by the Executive Committee, meetings of the Chapter will be held monthly. When practical, at least ten (10) days notice shall be given each member.

**Section 2. Annual.** An annual meeting of the Chapter shall be held at such time and place as the Executive Committee may determine.

**Section 3. Special.** Special meetings may be called by the President, by the Executive Committee, or by the written request of twenty-five (25) members, provided, however, that notice of the date and business to be brought before the meeting shall be sent by the Secretary to each member at least five (5) days in advance.

**Section 4. Quorum.** A quorum for any meeting of this Chapter to conduct business or elections shall be 10 percent of the Chapter membership.

**Section 5. Procedures.** Robert's Rules of Order shall govern all meetings of the Chapter, Board of Directors, and committees, except where they are inconsistent with these bylaws.

**Section 6. 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.

## **ARTICLE IX - COMMITTEES**

**Section 1. Ongoing Committees.** In addition to the Nominating Committee and other committees the Executive Committee deems necessary, there shall be committees dedicated to the advancement of the chapter and the profession, which may vary from year to year. Categories should include:

- Admin and Operations (i.e. Strategic Plan/Bylaws, Financial Review, Sponsorship, Communications, Website) Professional Advancement (i.e. Accreditation, Programs, PD, Past Presidents)
- Chapter Distinction (i.e. Thoth, Hall of Fame, Member Awards) Integrity (i.e. Ethics, Diversity, Advocacy)
- Education (i.e. Mentoring, University Relations) Community (i.e. Pro Bono, regional)
- Vertical (i.e. IPRA, Public Affairs/Government, International, Association/Non-Profit, New Professionals)

Each committee's continuing contribution to the profession, members, and community shall be evaluated as needed by the Executive Committee.

**Section 2. Special Committees.** Special committees may be established and appointed by the President with the approval of the Board of Directors.

**Section 3. Subcommittees.** Subcommittees may be appointed by committee chairpersons.

**Section 4.** Committee chairpersons shall report on committee activities regularly to the Board of Directors. All committee activities shall be subject to approval by the Board of Directors.

**Section 5. Financial Responsibility.** Committees shall not spend or obligate Chapter funds without the express authority of the Board of Directors. Such authority shall be granted through the budgetary process defined in the Chapter bylaws or through a special grant by the Board. Committees will maintain records of all financial transactions as prescribed by the Financial Review Committee.

## **ARTICLE X - FINANCE**

**Section 1. Fiscal Year.** The fiscal year of the Chapter, terms of office of all elected and appointed officers, lives of committees, and all other annual periods of time shall conform to a calendar year beginning January 1, as required by and in accordance with the Public Relations Society of America.

**Section 2. Keeping of Funds.** All funds of the Chapter shall be placed by the Treasurer in such bank or banks as may be approved by the Board. Management of these funds may be performed under contract approved by the Board of Directors; in such instances, the Treasurer shall be responsible for supervision and review of the contractor.

**Section 3. Budget.** The Treasurer shall submit a proposed budget to the Board no later than its February board meeting and approval shall occur no later than the March meeting. A mid-year review of the budget by the Financial Review Committee and subsequent report shall be submitted to the Board for approval no later than its July meeting. The budget shall be a balanced budget.

**Section 4. Authorized Expenditures.** Adoption of the budget by the Board shall constitute authorization for expenditures within total limitations of the budget upon specific items approved by the responsible officer or the President. No officer, committee, member, or contractor of the Chapter shall have authority to incur any debt on behalf of the Chapter, its members, committees, or officers, except as authorized by the Board and in no case beyond an amount of the total unappropriated current annual dues, other income, or reserves. Neither shall any member have any financial liability beyond his or her unpaid dues.

**Section 5. Financial Review.** The Financial Review Committee, chaired by the Treasurer and consisting of two to three members of the Executive Committee and/or the Board, named by the President and approved by the Board, shall oversee management of the Chapter's financial assets and the monthly accounting of the chapter's income and expenses. In addition, the Financial Review Committee shall complete mid-year and annual assessments of all accounts of the Chapter. A written report of the annual assessment shall be submitted to the Board no later than sixty (60) days after the end of the fiscal year and no later than March 1. The Chapter membership shall be notified of the availability of the committee's report, and copies are to be provided, on request, to any Member.

**Section 6. 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 Review 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.

## **ARTICLE XI - AMENDMENTS**

**Section 1. Proposed amendments.** Amendments to these bylaws may be proposed to the membership by resolution of the Board or by petition in writing of ten (10) members. Any member or associate member in good standing may present a proposed revision to the Board for its consideration.

**Section 2. Amendments.** These bylaws may be amended by a mail ballot of the Chapter membership. A copy of the proposed amendments shall be filed with the Secretary at the Chapter Board meeting held in the month prior to the conducting of the bylaws election. Ballots shall be mailed to each member no less than fifteen (15) calendar days in advance of the deadline established for receipt of those ballots for tabulation. Bylaws amendments must be approved by two-thirds of the members voting in the bylaws election, provided a quorum has cast ballots.

**Section 3. Conformity.** The bylaws of this Chapter shall not conflict with those of the Public Relations Society of America. Changes required to bring this Chapter's bylaws into conformity with those of the Society, at such times as the Society's bylaws are modified, shall be effective without the necessity of ratifying action by this Chapter.

**Section 4. Administrative Changes.** Changes to these bylaws that do not substantially change the meaning or purpose of any provision may be approved by the unanimous consent of all voting members of the Board of Directors. Such changes may include--but are not limited to--matters of editorial style, punctuation, rewording for clarity, designation of standing committees, and designation of the fiscal year.

**Section 5. Distribution.** Each member shall be given a copy of these bylaws and, thereafter, such amendments as may be adopted.

## **ARTICLE XII MISCELLANEOUS**

**Section 1. Email.** Electronic transmission/receipt of messages (e-mail) is recognized as a valid form of communication-- either as a supplement or substitute for postal mail, for notification by newsletter, or for regular meetings -- for the conduct of all chapter business and elections at the discretion of the Chapter President and the approval of the Board of Directors.

**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. 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 preferences.

END DOCUMENT