

PRSA Central Ohio Chapter Bylaws – July 2016

ARTICLE I: General

Section 1: Name

The name of this non-profit professional organization shall be the Central Ohio Chapter of the Public Relations Society of America (PRSA), 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 Columbus, Ohio. The territorial limits approved by the Society for this Chapter is the Columbus Combined Statistical area, which includes the counties of Delaware, Fairfield, Fayette, Franklin, Knox, Licking, Madison, Marion, Morrow, Pickaway, Ross, and Union, as well as the areas of Chillicothe, Marion, Mount Vernon, and Washington Court House.

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:

- a) Lifelong learning.
- b) Vibrant, diverse and welcoming professional communities.
- c) Recognition of capabilities and accomplishments.
- d) Thought leadership, ethics and professional excellence.

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:

- a) Applicable federal, state and local antitrust, trade regulation or other requirements.
- b) 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.

To be eligible for membership, a person must be:

- a) A member in good standing of the Society;
- b) Who is in compliance with the Society’s bylaws, member code of ethics, and applicable policies and procedures; and,
- c) Who has paid membership dues to the Chapter.

Any such member of the Society is eligible for membership in 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.

Each applicant shall submit an application for membership in the Society directly to National Headquarters for review and consideration. Upon the election of the applicant to the Society, the applicant shall automatically be eligible to become a member of the Chapter. The National member becomes a Chapter member upon payment of current-year Chapter dues.

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 do not mitigate such member’s financial obligations to the Chapter.

The right to serve as a Leadership Assembly Delegate or alternate Delegate shall be limited to members who are accredited and/or have served as a Chapter Officer or Board member.

Section 4. Resignation or Termination of Membership.

Any member who, for any reason, ceases to be a member of the Society shall cease to be a member of the Chapter. Membership is automatically terminated without action by the Board for:

- a) Failure to pay applicable dues for more than three (3) months;
- b) Failure to meet the eligibility requirements for membership; or
- c) When the membership to the Society has been terminated for any reason, including non-payment of dues. Any member dropped from the Society's roll for non-payment of dues shall be dropped from the Chapter roll. Reinstatement shall be governed by provisions of the Society's Bylaws.

A member may resign by submitting a written resignation. 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 Amount.

The amount of Chapter dues shall be determined by the Chapter's Board of Directors and shall be payable upon annual billing. Once paid, annual Chapter membership dues are not transferable from one individual to another.

Section 6. Retirement Status.

Chapter dues may be prorated at a rate set by the Board of Directors of the full annual dues rate for any member who meets National PRSA's eligibility requirements for retirement status.

Section 7. PRSSA Advisors.

PRSSA Professional Advisors shall be PRSA members or Associate Members in good standing. At least one professional advisor at each sponsored PRSSA Chapter must be accredited, or have five (5) years of experience. PRSSA Faculty Advisors shall be PRSA members or Associate members in good standing.

Section 8. Nondiscrimination, Diversity and Inclusion.

The Chapter shall in all deliberations and procedures subscribe to a policy of nondiscrimination, diversity and inclusion, which covers characteristics, identities and their intersectionality including: race, creed, religion, disability, gender, gender identity, age, color, national origin, military status (past, present or future), culture, sexual orientation, marital status and diversity of thought.

These characteristics are defining attributes that impact how we approach our work, connect with others and move through the world. Everyone has at least one thing in common: we are different. Nondiscrimination, diversity and inclusion are proactive behaviors that embrace and celebrate those differences.

ARTICLE III: Financial Provisions

Section 1. Fiscal Year.

The fiscal year of the Chapter shall be January 1 through December 31.

Section 2. Bonds.

The Treasurer and one other person designated annually by the Board is authorized to make disbursements and sign checks, and shall be bonded at the expense of the Chapter in amounts to be determined by the Board of Directors.

Section 3. Audit.

The books of the Chapter shall be audited at the Board's discretion, by a Certified Public Accountant (CPA) selected by the Board, in a manner prescribed by the Board of Directors. The CPA report will be delivered to the Board in a reasonable time frame. A written report will be published in the next membership communication, and a verbal report given at the next membership meeting.

Section 4. Checks, etc.

Checks and notes of the Chapter shall be signed, and checks, notes, drafts, bills of exchange, and orders for the payment of money shall be endorsed for collection or deposit in such manner as shall be determined by the Board of Directors.

Section 5. Depositories.

Chapter funds shall be deposited in such bank or trust company as may be determined by the Board of Directors. Securities and other Chapter documents shall be lodged in such safe-deposit boxes or in such custody as may be determined by the Board of Directors.

Section 6. 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 7. 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.

ARTICLE IV: 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 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, Vice President-Membership, Vice President-Planning and Procedures, Vice President-Communication, Vice President-Programs, Treasurer, Ethics Officer, and Immediate Past President, (known as "Officers"); as well as six Directors-at-Large. Each member of the Board of Directors shall be a voting member.

Directors and Officers shall be members in good standing with the Chapter and the Society.

Officers shall be elected by the Chapter membership for a term of one year, beginning January 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. Officers.

The Officers of the Chapter shall be a President, a President-Elect, Vice President-Membership, Vice President-Planning and Procedures, Vice President-Communication, Vice President-Programs, Treasurer, and Ethics Officer.

- a) **President.** The President shall preside at all meetings of the Chapter and of the Board of Directors; shall appoint all committees with the approval of the Board of Directors; shall be an ex-officio member of all committees except the Nominating Committee; and shall perform all other duties incident to the office. The President shall immediately succeed to the position of Past President upon expiration of the President's term of office.
- b) **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; shall generally assist the President; shall serve as ex-officio member of the Nominating Committee; and shall perform such duties as prescribed by the Board of Directors. 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.
- c) **Vice President-Membership.** The Vice President-Membership shall assist the President in developing and carrying out a comprehensive membership recruitment and retention program through the membership committee, and shall perform all other duties as prescribed by the Board of Directors.
- d) **Vice President-Planning and Procedures.** The Vice President-Planning and Procedures shall assist the President in implementing the Chapter's strategic and annual plans; shall maintain and update Chapter Bylaws; shall work to ensure continuous improvement in Chapter procedures; shall review and update policy and procedure manual annually; and shall perform all other duties as prescribed by the Board of Directors.
- e) **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; shall issue receipts; shall make authorized disbursements by check; shall prepare the Chapter budget; shall make regular financial reports to the Board of Directors; shall render an annual financial statement to the membership and shall perform all other duties as prescribed by the Board of Directors.
- f) **Vice President of Communication.** The Vice President-Communication shall assist the President in developing and implementing a comprehensive communication strategy for the Chapter; shall record and keep minutes of all meetings of the Chapter and Board of Directors, send copies of such minutes to PRSA Headquarters and to the district chair, issue or cause to be issued notices of all meetings and shall perform all other duties as prescribed by the Board of Directors.
- g) **Ethics Officer.** The Ethics Officer shall use communications and programming to remind chapter members and the organizations they serve about the PRSA Member Code of Ethics and the critical importance of ethics, and serve as a resource for members should ethical dilemmas arise.

- h) **Vice President of Programs.** The Vice President-Programs shall assist the President in developing and implementing the Chapter's annual programs that include luncheons, professional development event(s); and shall perform other duties as prescribed by the Board of Directors.

Section 4. Eligibility.

Candidates for the office of President shall have served on the Chapter's Board of Directors, either as an Officer or Director. Officers having served two successive one-year terms shall not be eligible to succeed themselves in the same office.

Section 5. Election and Term of Office.

Chapter Officers shall be elected in October for a term of one year, beginning January 1 next ensuing.

Section 6. Leadership Assembly Delegates

Leadership Assembly Delegates shall serve as the Chapter representatives at meetings of the PRSA Leadership Assembly, and as a liaison between the Society and the Chapter. The Chapter President and/or President-Elect or his/her designee shall serve as a PRSA Leadership Assembly delegate. Leadership Assembly Delegates shall be elected by the Chapter membership for a three-year term in October, in the year immediately preceding the commencement date of the Assembly Delegate's term of office (January 1). At the direction of the President, Leadership Assembly Delegates may be asked to undertake special assignments. Leadership Assembly Delegates shall not succeed themselves in that office if they have served a full three-year term. In accordance with National Bylaws, a Leadership Assembly Delegate must have served as a Chapter Officer or Board member and/or must be accredited.

Section 7. Directors.

Directors shall be elected by the Chapter membership in October for a term beginning January 1 next ensuing. Three Directors shall be elected to serve two-year terms, with that term beginning in an odd-numbered year. Three Directors shall be elected to serve two-year terms, with that term beginning in an even-numbered year. No Director shall serve more than two successive two-year terms.

Section 8. Vacancies.

In the event of death, resignation, or removal for any cause of any Officer, Director or Leadership Assembly Delegate, other than the President who shall be succeeded by the President-Elect, the Board of Directors shall appoint a successor to take office immediately and complete the unexpired term.

Section 9. Removal.

Any Officer or Director who misses three Board Meetings in a program year without an excuse acceptable to the President may be given written notice of dismissal by the President and replaced in accordance with Article IV, Section 8. Attendance at a Board Meeting will be defined as attendance for at least 75 percent of the meeting.

Any Officer may be removed by:

- a) Two-thirds of the members voting where a quorum is present; or,
- b) 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.

Any Director or Officer may resign at any time by providing written notice to the Board. Any removal or resignation of a person as an Officer automatically results in that person's removal or resignation from the Board.

Section 10. Board Meetings.

The Board of Directors shall meet monthly at such times and places as it determines. It shall also meet at the call of the President or upon call of any three members of the Board of Directors. Notice of any meeting of the Board shall be given in writing at least three days prior to the meeting. Such meeting notice may be waived upon agreement of a majority of the Board members.

Proxy voting is prohibited.

Section 11. Veto Power.

The Board of Directors shall have veto power over acts of any Officer or committee, with the exception of the Nominating Committee.

Section 12. Quorum.

A majority of the voting members of the Board of Directors shall constitute a quorum for all meetings of the Board.

Section 13. 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, Leadership Assembly Delegates or their alternates for expenses reasonably incurred in conjunction with the performance of their duties.

ARTICLE VI: Nominations and Elections

Section 1: Nominating Committee.

There shall be a Nominating Committee of no less than five (5) Chapter members, including at least one past Chapter President, one former Board member, one current Board member who is not up for election, the Ethics Officer, and two members-at-large, as voting members, with the President-Elect serving as an ex-officio member, appointed by the President with approval of the Board of Directors.

Section 2: Nominations.

The Nominating Committee shall, each year, nominate one candidate for each office and expiring Directorship. The Nominating Committee also shall nominate one candidate to succeed each Leadership Assembly Delegate whose term is expiring. Nominations for elected Chapter positions shall be solicited from members by the President, and provided to the Nominating Committee for their consideration.

Additional nominations may be provided by the Nominating committee. The final slate of candidates is directly submitted to the membership.

Section 3: Notice to Membership.

Prior to the October Chapter meeting, the President shall provide to all members a voting ballot listing the Nominating Committee's recommendations for Chapter Officer, Director and Leadership Assembly Delegate positions. Space will be allotted on the ballot for write-in candidates. Chapter members will submit completed ballots to the President by a specified voting deadline to be determined by the Nominating Committee, in conjunction with the President.

Section 4. Elections.

Upon receipt of Chapter members' ballots, the President and Nominating Committee Chairman will cross reference the ballot with a current list of Chapter members to ensure one vote per current member and tabulate each ballot. The President shall certify the results to the Nominating Committee at the earliest possible time. All Chapter members will be notified of election results at the October membership meeting, and in writing in November. Election results will be posted on the website at the earliest possible date. A record of the vote will be kept for a minimum period of 30 days after election results are announced. Individual ballots will be kept confidential. A Chapter publication may be used for all official notifications, provided it is sent to the membership in accordance with the times specified.

ARTICLE VII: Committees

Section 1. Appointment.

Committee Chairpersons shall be appointed annually by the President, with the approval of the Board of Directors, and shall serve until the end of the Chapter year ensuing. The only exceptions are the Liaison committee, which should be appointed to coincide with the beginning of the academic school year, and the PRISM Committee, which should be appointed in time to allow adequate event planning time.

Section 2. Standing Committees.

In addition to the Nominating Committee, there shall be standing committees that relate to the core mission of the Chapter as deemed necessary by the Officers and Directors. 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 3. Special Committees.

Special committees may be appointed and discontinued by the President, with approval of the Board of Directors.

Section 4. Committee Reports.

The Director or Chairperson of each committee shall report the committee's activities regularly to the Board of Directors and prepare an annual summary of accomplishments. All committee activities, except those of the Nominating Committee, shall be subject to approval by the Board of Directors.

ARTICLE VII: Chapter Meetings

Section 1: Annual Meeting.

There shall be an annual membership meeting each year held no later than Nov. 1 at such date, time and place as may be designated by the Board; this meeting may occur separately or in conjunction with a regular meeting, providing appropriate notice is given. Notice of the annual meeting shall be given to each member by mail, electronic mail, the Chapter's web site, or other mode of written transmittal at least fourteen (14) days prior to the meeting.

Section 2. Regular Meetings.

Regular Chapter meetings shall be held monthly, at such times and places as may be designated by the Board. Notice of the meeting shall be given by mail, electronic mail, the Chapter's web site or other mode at least fourteen (14) days prior to the meeting. Other regular meetings may be held on dates established by the Board.

Section 3. Special Meetings.

Special Chapter meetings may be called by the President, the Board of Directors, or on written request of 25 percent of the Chapter members, provided at least seven (7) days written advance notice has been given to all Chapter members.

Section 4. Rules of Order.

Robert's Rules of Order shall be used in the conduct of business meetings of the Chapter.

Section 5. Quorum.

A quorum for membership voting is 25 percent of the voting members present in person or by proxy. Voting may be done in person or by proxy, with each voting member having a single vote. A majority of the members voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections, or on any matter presented by the Board where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, electronic mail or any other electronic means.

ARTICLE VIII: Previous Bylaws and Amendments

Section 1. Previous Bylaws.

These Bylaws replace and supersede any and all previous Bylaws of the Chapter.

Section 2. Amendments.

These Bylaws may be amended by 25 percent vote of the membership voting on the amendment initiative, provided at least thirty (30) days advance notice of any proposed amendment has been given to all members, 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 IX: 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. 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 3. 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 4. 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.