



**Draft #1**

# **BYLAWS**

**Revised March 2011**

**Capital Region (NY) Chapter  
of the PUBLIC RELATIONS SOCIETY OF AMERICA, INC.  
BYLAWS**

**ARTICLE I: GENERAL**

Section 1. Name. The name of this organization is Capital Region (NY) 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 **Northeastern New York and Western Massachusetts and throughout Tech Valley**.

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.
- Advocacy for the profession.

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.

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.

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 **six** 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 no later than **Dec. 1** at such date, time and place as may be designated by the board.
- (b) In addition to the annual meeting, there shall be regular membership meetings **or programs, in addition to the annual meeting**, at least **five** 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 30 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 **the majority** of the voting members present in person.

### **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, past president, secretary, treasurer, PRSA Leadership Assembly delegate(s) and **two** directors-at-large. 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 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. Chapter Officers. The officers of the Chapter shall be a president, president-elect, past president, secretary and treasurer. 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 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.

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 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.

Section 6. Past President. The past president shall assist the president, perform all duties incident to the office of past president.

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. Directors-at-Large. Directors-at-large are expected to participate on committees, regularly attend board meetings and take on additional responsibilities at the request of the President.**

Section 10. 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 Chapter president or his/her designee shall serve as a PRSA Leadership Assembly delegate. **Each additional delegate shall be appointed by the Chapter board for a term of one year beginning Jan. 1 and ending when his/her successor is 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 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 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 9 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 directors in office shall constitute a quorum for all meetings of the board.

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: NOMINATIONS AND ELECTIONS**

Section 1. Nominating Committee. The Nominating Committee will consist of three members appointed by the President with the approval of the board at least 60 days prior to the annual meeting of the Chapter.

Section 2. Nominations. The Nominating Committee will name a qualified nominee for each vacant office, chair and director position. The committee will ensure that each nominee has been contacted and agrees to serve if elected. Additional nominations, if any, will be accepted from members by email, provided the nominees have been contacted and agree to serve if elected.

Section 3. Notice of Membership. At least 30 days prior to the election, the Secretary will mail/email all Chapter members the list of nominees prepared by the Nominating Committee.

Section 4. Elections. Officers and directors will be elected by email balloting of the Chapter. Balloting in contested elections will be by secret ballot.

#### **ARTICLE V: 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: Standing Committees. Standing committees will include Accreditation, Communications, Membership, Nominating and Program.

Section 3: Special Committees. Special committees, such as Empire Awards, may be established and appointed by the President with the approval of the board.

Section 4. 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 VI: AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at any meeting 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). Amendments adopted in accordance with this provision become effective only after approval by the Society's board.

## ARTICLE VII: 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: Expenditures. Any expenditure in excess of \$500 must be approved by the board.

Section 4. 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 5. 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 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 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 7. 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 8. Fiscal Year. The fiscal year of the Chapter will be the calendar year.

Section 9. 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.