

BYLAWS OF THE CENTRAL CALIFORNIA CHAPTER OF THE PUBLIC RELATIONS SOCIETY OF AMERICA, INC.

Updated – October 2014

This document contains bylaws that were reviewed by the Bylaws Review Committee in October 2014. It is the understanding of the Central California Chapter of the Public Relations Society of America (Central California PRSA) that the bylaws may not conflict with the Society's bylaws or State and Federal laws. It is also the Chapters understanding that no bylaws or amendments may go into effect without prior approval from the Chapter Board, Chapter Members and the National PRSA Board of Directors.

Bylaws of
The Central California Chapter of the
PUBLIC RELATIONS SOCIETY OF AMERICA, INC.

ARTICLE I – GENERAL

Section 1. Name. The name of this nonprofit professional organization shall be the Central California Chapter of the Public Relations Society of America, Inc. (PRSA), hereinafter called the “Chapter.” The Chapter functions as a regional division of the Public Relations Society of America, Inc., hereinafter called the “Society.”

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 the Central California counties including the coast, valley and mountain counties of Fresno, Kern, Kings, Madera, Mariposa, Merced, Stanislaus, San Luis Obispo, Santa Cruz, and Tulare.

Section 3. Objectives. In accordance with the objectives of the Society, 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; to serve a diverse community of professionals, and to promote fraternalism within 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. Eligibility. To be eligible for membership in the Chapter, a person must be a Member in good standing of the Society. 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 Bylaws of the Society. Any person admitted to membership in the Society shall become a member of the Chapter, if eligible, upon payment of Chapter dues.

Section 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 4. Resignation or Termination of Membership.

- (a) 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.
- (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. 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.

ARTICLE III - 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 Dues. Any member whose chapter dues are unpaid for three (3) 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.

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

ARTICLE IV – BOARD OF DIRECTORS (OR TRUSTEES)

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 (or trustees) consisting of the president, president-elect, secretary, treasurer, past-president, Assembly delegate(s) and three (3) directors- or trustees-at-large.

Directors and officers shall be members in good standing with the Chapter and the Society. Directors and officers, with the exception of the president and past-president, shall be elected by the Chapter membership at its annual meeting 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.

The governing body, as stated above, shall serve as the voting body for the Chapter.

Section 3. Assembly Delegates. The Assembly delegate(s) shall serve as the Chapter's representative(s) at meetings of the PRSA Leadership Assembly and shall be elected by the Chapter membership for a two (2)-year term in accordance with provisions of the Bylaws of the Society. Subject to the Bylaws of the Society, the right to serve as a Leadership Assembly Delegate or Alternate Delegate shall be limited to Members who are Accredited in Public Relations (APR), or be a current or former member of the Chapter Board.

Section 4. Directors- and Trustees-at-Large. On the first board of the Chapter, one Director shall serve three (3) years, one Director shall serve two (2) years and one Director shall serve one (1) year. Thereafter, one Director shall be elected each year by the Chapter membership at its Annual Meeting to serve a term of three (3) years beginning January 1 and until his/her successor is elected and installed, one of whom should reside outside of the primary location of the Chapter.

Section 5. 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 6. Removal or Resignation.

- (a) Any director who misses more than three (3) 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 5 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 advanced 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 7. Board Meetings. There shall be at least four (4) meetings of the Board of Directors at such times and places as it may determine. It shall meet at the call of the president or upon call of any three (3) 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 (7) days in advance.

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

ARTICLE V - OFFICERS

Section 1. Chapter Officers. The officers of the Chapter shall be a president, president-elect, secretary and treasurer. The officers shall be elected by the Chapter membership at its Annual Meeting for a term of one (1) year and until their successors are elected and installed. Except for the treasurer, no officer having held an office for two (2) 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. He/she 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. He/she 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.

Section 3. President-Elect. The president-elect shall, in the absence or disability of the president, exercise the powers and perform the duties of the president. He/she also shall assist the president and perform such other duties as shall be prescribed by the Board of Directors. The president-elect shall immediately succeed to the office of the 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 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 PRSA 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. He/she shall issue receipts and make authorized disbursements by check after proper approval by the president or board of directors. He/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, and perform all other duties incident to the office of the treasurer.

Section 6. Compensation and Reimbursement. No director or 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.

Our goal is to have representation for our Chapter at the Assembly for Delegates. It is important that we have a say in the discussions and votes that occur during the Assembly. To assist Assembly delegates understand the potential personal/business financial obligations associated with attending the PRSA International Conference outside of their duties as a delegate for the Assembly of Delegates, the following shall be the Chapter's policy on reimbursement:

Chapter's Financial Obligation to Assembly Delegates

- (a) Transportation to and from the Assembly (paying of transportation fees and also giving delegates the added opportunity to stay for the Conference.
- (b) Two (2) nights' hotel expenses intended to cover the night prior to and the night of the Assembly
- (c) Taxi fares, parking fees, etc. as associated with the day before and the day of the Assembly
- (d) Two (2) days' meal expenses on a per diem basis as determined and documented in meeting minutes by the Board each year

Obligation of the Delegate or their Employer

- (a) Registration fees for the International Conference (registration fees apply only if a delegate stays for the International Conference)
- (b) Any expenses associated with attendance at the International Conference outside expenses listed above (International Conference begins the day after the Assembly of Delegates).

ARTICLE VI – NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. There shall be a nominating committee of no fewer than two (2) members appointed by the president with approval of the Board of Directors at least sixty (60) days prior to the Annual Meeting of the Chapter.

Section 2. 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.

Section 3. Notice of Membership. At least thirty (30) days before the Annual Meeting of the Chapter, the secretary shall mail/email to all Chapter members the list of nominees prepared by the nominating committee.

Section 4. Elections. Officers, Directors, and Assembly Delegates shall be elected at the Annual Meeting of the Chapter. Election shall be a one-third vote of the members in good standing present or by proxy and voting. Balloting in contested elections shall be by secret ballot.

ARTICLE VII - COMMITTEES

Section 1. Appointment and Dissolution of Committees. The Board of Directors may appoint and dissolve committees to carry on the affairs of the Chapter as the Board of Directors deems necessary or advisable. The Board of Directors 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 of Directors.

Section 2. Committee Reports. The chairperson 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 3. Standing Committees. In addition to the nominating committee, there shall be standing committees determined by the Board as needed, including: program, membership, accreditation, awards, communications, ethics, and student chapter liaison.

Section 4. Special Committees. Special committees may be established and appointed by the president with approval of the Board of Directors.

ARTICLE VIII - CHAPTER MEETINGS

Section 1. Annual Meeting. There shall be an Annual Meeting 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 a minimum of four (4) membership meetings per 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/emailed to each member at least thirty (30) days in advance. Notice of the regular meeting or special meeting shall be mailed/emailed/faxed to each member at least ten (10) days in advance.

Section 5. Quorum. A quorum for membership voting is one-third of the voting members present in person or by proxy.

ARTICLE IX - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the Members present at any meeting at which a quorum is present, or votes submitted in writing by postal or other delivery, facsimile, electronic mail or any other electronic means provided such proposed amendment(s) has/have been approved by the Chapter's Board of Directors and at least thirty (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 National Board of Directors.

ARTICLE X - 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 the Society each year, as well as any other document or report required by the Society.

Section 4. Conflict-of-Interest Policy. The Board of Directors will adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and directors of the Chapter.

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 must be transferred from the Chapter's bank account to the Society, as such assets are at all times the property of the Society. 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. Voting Procedure. Voting at any membership meeting 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 of Directors wherein a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, electronic mail or any other electronic means.

Section 8. Financial Audit Procedure. The Board will hire a certified and licensed bookkeeper to conduct a financial audit of the Chapter's financial records every two (2) years.

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*Updated Draft Submitted for Committee Review:
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