



Hampton Roads Chapter

Proposed changes are indicated in red.

Our current bylaws can be found at <http://prsahr.org/Bylaws>.

Revision Date (if approved by Chapter): **September 2017**

Bylaws
of
HAMPTON ROADS VIRGINIA
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 Hampton Roads Virginia 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 territory **limits** approved by the Society for this Chapter are the Hampton Roads cities and adjacent counties in the Virginia Peninsula, southeast Virginia and the Eastern Shore of Virginia and counties in northeast North Carolina.

Section 3. Objectives. In accordance with the objectives of 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.

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 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 Bylaws of the

Society and subject to the eligibility requirements set forth above in Section 1. Any person admitted to membership in the Society shall become a member of the Chapter, if eligible, upon payment of 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 does not mitigate such member’s financial obligations to the Chapter.

The right of holding office, serving as a member of the board of directors, and serving on committees shall be reserved for Chapter members. Members considered for Chapter leadership posts shall possess a willingness to volunteer and have demonstrated abilities for the office(s) being considered. When considering a member as a candidate for an office, the member's history shall demonstrate a progression track that indicates leadership attributes, experience and Chapter service, including being a member of the board of directors or office of this Chapter or another PRSA Chapter and being accredited by PRSA (APR) as part of the set of desirable criteria. The APR designation is not mandatory for office but is a preferred element in the progression track.

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 nonpayment 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.
- (d) Resignation from the Chapter does not necessarily mean resignation from the Society; however, any member who ceases for

any reason to be a member of the Society, shall also cease to be a member of the Chapter.

Section 5. Dues. The amount of Chapter dues shall be fixed annually by the board. 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. Chapter dues are payable at the time National dues are payable. Dues and fees may be deductible as an ordinary business expense, but are not deductible as a charitable contribution.

Section 6. Voting. Voting may be done in person or by electronic or remote methods, with each voting member having a single vote. 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 other electronic means.

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. Composition. The governing body of the Chapter shall be a Board of Directors consisting of the president, president-elect, treasurer, secretary, the immediate past president and up to six directors-at-large. Directors and officers shall be members in good standing with the Chapter and the Society.

Directors and officers, the president and past president, shall be elected by the Chapter membership by Dec. 1 of each year with their terms beginning Jan. 1 and ending on Dec. 31 after the election of the new

slate. 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, secretary, treasurer and past president. The officers shall be elected by Chapter membership in the fourth quarter of each year for a term of one year, beginning Jan. 1 and ending Dec. 31. 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. Having the APR designation is a preference for this position.

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. Having the APR designation is a preference for this position.

Section 6. 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 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/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 of directors, render an annual financial statement to the Chapter membership and perform all other duties incident to the office of the treasurer.

Section 8. 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. National Society bylaws demonstrate a preference for the chapter president and/or president-elect to serve as PRSA leadership assembly delegates. The Chapter may, however, choose to select other persons to serve as delegates instead of or in addition to the president and president-elect. The total number of assembly delegates are determined by Chapter membership. 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 9. Directors-at-large. Directors shall be elected each year by the Chapter membership by Dec. 1 to serve a term of three years beginning Jan. 1 (or the day of the Chapter program year next ensuing) and until his/her successor is elected and installed.

Section 10. Vacancies. In the event of death, resignation, removal or expulsion of any officer, director, or assembly delegate other than the president, who shall be succeeded by the president-elect, the board of directors shall elect a successor who shall take office immediately and serve until the next annual election.

Section 11. Removal or Resignation.

- (a) Any director or delegate at large who misses more than three (3) board meetings or six (6) regular monthly meetings in a fiscal year 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 monthly 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 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.

Section 13. Quorum. A **simple** majority of the Board of Directors shall constitute a quorum for all meetings of the Board.

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 assembly delegates or their alternates for their expenses incurred in connection with the performance of their duties.

ARTICLE IV - NOMINATION AND ELECTIONS

Section 1. Nominating Committee. There shall be a Nominating Committee of no less than three members, **at least one of whom is Accredited**, appointed by the president with approval of the board of Directors at least sixty days prior **to voting**.

Section 2. Nomination. 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 **within two weeks following notification of the approved slate of nominees and must be accompanied by written consent of the person nominated**.

Section 3. Notice of Membership. At least thirty days before **voting**, the secretary shall distribute to all chapter members the list of nominees prepared by the nominating committee.

Section 4. Elections. Officers **and** directors shall be elected **by Dec. 1**. Election shall be by majority vote of a quorum, defined as 10 percent of Chapter members in good standing.

ARTICLE V - COMMITTEES

Section 1. Standing Committees. The board of directors may appoint **and dissolve** such committees and task forces as the board may deem necessary or advisable for the conduct of the affairs of the Chapter. The board of directors shall determine the duties of any such group, its size and tenure. All committees and task forces shall be subject to the control of the board of directors.

Section 2. Special Committees. Special committees may be established and appointed by the President with the approval of the board of directors.

Section 3. Committee Reports. The chair 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.

ARTICLE VI – MEETINGS

Section 1. Annual Meeting. There shall be an annual meeting in the fourth quarter of 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 regular meetings at least four times a 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 [delete %] of the Chapter members.

Section 4. Notice of Meetings. Members shall be notified personally by mail, electronic mail or other mode of written transmittal of the annual meeting at least thirty days in advance. Members shall be notified of a regular meeting or special meeting at least 10 days in advance.

Section 5. Quorum. A quorum for membership voting is 10 percent of the voting chapter members in good standing.

ARTICLE VII - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members in good standing present and voting at any meeting of the Chapter membership at which a quorum is present, or by electronic voting, provided such proposed amendment(s) has been approved by the Chapter's board of directors and the Society's National board of directors and at least thirty

days' notice has been given to all members of any proposed amendment(s).

ARTICLE VIII - 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. Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

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 must be transferred from the Chapter's bank account 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. Non-discrimination. In all deliberations and procedures, the Chapter will subscribe to a policy of nondiscrimination on the basis of race, creed, religion, disability, national origin, sexual orientation, educational and employment levels or professional experience.

Section 8. Chapter Policies & Procedures. The board of directors shall conduct an annual review of the Chapter Policies & Procedures.