

## **PUBLIC RELATIONS SOCIETY OF AMERICA, INC.**

### **San Diego/Imperial Counties Chapter Bylaws**

#### **ARTICLE I – GENERAL**

Section 1. Name. The name of this organization is the San Diego/Imperial Counties 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” 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, hereinafter called the “board.” The territorial limits approved by the Society for this Chapter are the legal boundaries of San Diego County and Imperial County, as incorporated in 1907: an area of 4,256 square miles, bordered to the west by the Pacific Ocean; to the east by the State of Arizona; to the north by Orange and Riverside Counties; and to the south by the Republic of Mexico.

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.

The specific and primary purpose of the association is to operate as a professional association within the meaning of Section 23701e of the California Revenue and Taxation Code.

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 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. Any person admitted to membership in the Society shall become a member of the Chapter 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 payment by a member to the Society does not mitigate such member’s financial obligations to the Chapter.

Section 4. Retirement Status. Any member of the Chapter who is eligible for retirement status may be recommended for such status by the Chapter's board in accordance with provisions by the Bylaws of the Society.

Section 5. Resignation or Termination of Chapter Membership.

(a) Membership is automatically terminated without action by the board for failure to pay applicable dues for more than one month past membership renewal date, 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 6. Dues. The amount of Chapter dues shall be fixed annually by the board. Any member whose Chapter dues are unpaid for one month past membership renewal date 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 7. Membership Meetings.

(a) There shall be an annual membership meeting each year held 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 at least four 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 25 percent of the voting members present in person or by proxy.

(f) 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 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 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, secretary, treasurer, immediate past president and 12 directors-at-large. Directors and officers shall be members in good standing with the Chapter and the Society. Directors are elected for a three-year term. [See Section 4 for Officer Terms.] 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 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 at its annual meeting 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. Officer Terms. Secretary and treasurer positions are elected for a one-year term. If a director is elected as secretary or treasurer prior to completing the three-year director term commitment, their term as an officer shall be included as one year within the three-year term. If the officer is elected to serve after their term ends, he/she will serve a one-year term as secretary or treasurer, with the option of including said officer year as part of a new three-year term, to be determined at the start of the year.

Any officer elected to be president-elect will begin a new three-year term to serve consecutively as president-elect, president and immediate past president.

Section 5. Officer Succession. In the event the president position becomes vacant for any reason or the president temporarily is unable to serve, the order of succession shall be: the president-elect, the secretary, the treasurer, the immediate past president and any voting director elected by majority vote of the board.

Should the president-elect take on the duties of president prior to his/her full term as president, the board may choose to keep the position of president-elect vacant for the remainder of the term and divide duties amongst the current board members, or elect a replacement to serve the balance of the term.

If the president-elect position becomes vacant (and the president-elect has not moved into the role of president prior to his/her full term), the board, by majority vote, may elect a replacement. No person elected as a replacement for the office of president-elect shall automatically assume the office of president upon completion of service as the president-elect, but may seek election for such office at the next annual meeting of the membership.

Section 6. 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. [The president or his/her designee shall serve as a PRSA Leadership Assembly delegate.]

Section 7. President-Elect. The president-elect, in the absence or disability of the president, shall exercise the powers and perform the duties of the president. He/she shall assist the president and perform other duties as shall be prescribed by the board. [The president-elect or his/her designee shall serve as a PRSA Leadership Assembly delegate.] Unless otherwise provided in these Bylaws, the president-elect shall automatically become president after serving a one-year term as president-elect or in the event that the president position becomes vacant for any reason.

Section 8. Secretary. The secretary shall keep records of all meetings of the Chapter and of the board, 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 9. 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.

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 and/or president-elect or his/her designee shall serve as a PRSA Leadership Assembly delegate. Each additional delegate shall be

elected by the Chapter membership or appointed by the Chapter board of directors for a term of one year beginning Jan. 1 or until his/her successor is installed. To be eligible to serve as a PRSA Leadership Assembly delegate, a member must 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, including the PRSA Leadership Assembly delegate, 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.

Section 16. Directors. Each director shall be elected by the Chapter membership at its Annual Meeting to serve a term of three years beginning Jan. 1 when his/her successor is elected and installed. Directors may serve as officers, assembly delegates and/or as directors-at-large. In the event that more than three directors' positions become vacant in a given year, the Nominating Committee may opt to extend a director's position for another year in order to reduce excessive board turnover.

## **ARTICLE IV – Nominations and Elections**

Section 1. Nominating Committee. There shall be a Nominating Committee of no fewer than five members appointed by the President with the approval of the board at least 30 days prior to the Annual Meeting of the Chapter.

Section 2. Nominations. The Nominating Committee shall name a qualified nominee for each officer, director and Assembly Delegate whose term is expiring. It shall ensure that each nominee has been contacted and agrees to serve if elected.

Section 3. Notice of Membership. The Secretary shall be responsible to see that the Nominating Committee's list of nominees is presented to all Chapter Members via mail, email, fax or other available electronic means at least fifteen days before the Annual Meeting of the Chapter. Once nominations have been presented to Chapter Members, individual members have five days to self-nominate and be placed on the ballot. To self-nominate, a member must obtain five signatures of active members supporting him or her and turn those in to the Secretary for inclusion in an updated election slate.

Section 4. Elections. Officers, directors and Assembly Delegates shall be elected at the Annual Meeting of the Chapter. A quorum for membership voting is 25 percent of the voting members present in person or by proxy. Balloting in contested elections shall 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.

## **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 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 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. 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 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. Fiscal Year. The fiscal year of the Chapter will be the calendar year.

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Last amended on September 14, 2017; approved by the Chapter At-Large on October 12, 2017 and by the PRSA National Board of Directors on November 9, 2017.

Brianne Page, Secretary

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