

**DRAFT BYLAWS FOR
THE YANKEE CHAPTER OF
THE PUBLIC RELATIONS SOCIETY
OF AMERICA, INC.**

Final Draft — October 7, 2011

**Bylaws
of
THE YANKEE 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 Yankee Chapter of the Public Relations Society of America, Inc., 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 in Maine, New Hampshire and Vermont, as approved by the Society. Its principal office will be located in a place determined by the Chapter’s board of directors.

Section 3. Objectives. In accordance with ***the purposes of the Society***, the objectives of the 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 experience, and collect and disseminate information that may enhance or improve the professional knowledge, standards, ethics and standing of the membership; and,
- to promote fraternalism within the profession.

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 open to individuals in good standing with the Society, who are in compliance with the Society’s bylaws and member code of ethics.***

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 may become a member of the Chapter, upon payment of Chapter dues.

~~Section 3. Retirement Status. Any member of the Chapter who is eligible for retirement status may request such status of the Chapter’s Board of Directors in accordance with provisions of the Bylaws of the Society.~~

Section 3. ~~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 and shall be dropped from the Chapter’s roll.

Section 4. Dues. The amount of the Chapter dues shall be fixed annually by the Chapter’s board of directors. Chapter dues shall be due and payable on the same schedule of an individual’s national dues renewal. Any member whose Chapter dues are unpaid shall cease to be a member of the Chapter provided such member has been duly notified.

~~Section 5. Rights and Privileges of Membership. Subject to the bylaws of the Society, the right to serve as Accreditation Chair or as professional advisor to a Public Relations Student Society of America Chapter shall be limited to members who are accredited.~~

Section 5. Membership Meetings.

- (a) There shall be an annual ***membership*** meeting ~~in May or June~~ 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 sent to each member at least thirty days ***prior to the meeting***. Notice of a regular meeting or special meeting shall be sent to each member at least 10 days in advance.
- (e) Twenty percent of the members of the Chapter shall constitute a quorum at any meeting of the Chapter.

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, assistant treasurer, immediate past president, ~~PRSA Leadership Assembly delegate (s)~~ and ***at least*** four directors-at-large. ***Directors and officers*** shall be members in good standing with the Chapter ***and the Society***. Elected national, district and section officers who are not otherwise members of the board, but are members in good standing with the Chapter, will serve in an ex-officio (without vote) capacity.

Section 3. Chapter Officers. The officers of the Chapter shall be a president, president-elect, secretary, treasurer and assistant treasurer. The officers shall be elected by the 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. 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 be responsible for producing an annual report for distribution to the membership, ensuring an annual audit is conducted, and performing all other duties incident to the office. ***The president, or his/her designee as appointed by the board, shall serve as a PRSA Leadership Assembly delegate.***

Section 5. 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 as appointed by the board, shall serve as a PRSA Leadership Assembly delegate.***

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.

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. 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 8. Assistant Treasurer. ***The assistant treasurer, in the absence or disability of the treasurer, shall exercise the powers and perform the duties of the treasurer. He/she shall assist the treasurer and perform other duties as shall be prescribed by the board.***

Section 9. Directors-at-Large. ***At least*** two directors-at-large shall be elected each year by the Chapter membership at its annual meeting to serve a term of two years, beginning ***Jan. 1*** and until his/her successor is elected and installed.

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(s), as appointed by the board, shall serve as PRSA Leadership Assembly delegates. 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 who has served a minimum of one year as a Chapter officer or director at large. No Chapter delegate having served a full three year term may be elected to a succeeding term.***

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 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 11 above.
- (b) Any officer or director who consistently fails to meet Chapter obligations can be removed from office by a two-thirds majority vote of the board. The board shall be notified at least 30 days prior to the vote taking place.
- (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 ***regular*** 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 members of the board. Notice of each meeting of the board shall be given to each director personally or by mail at least seven days in advance. ***Proxy voting is prohibited at board meetings.***

Section 14. Quorum. A majority of the voting members of the board of directors 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 – COMMITTEES

Section 1. Standing Committees. In addition to the Nominating Committee, there may be standing committees on:

- ~~Accreditation~~
- ~~Awards~~
- ~~Bylaws~~
- ~~Education~~
- ~~Membership~~
- ~~Newsletter~~
- ~~Past Presidents Council~~
- ~~Professional Development~~
- ~~Public Relations~~
- ~~Public Service~~

Section 2. Special Committees. ~~Special committees or sub-committees may be established and appointed by the president with the approval of the board of directors.~~

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. 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 V – NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. There shall be a Nominating Committee of no less than three accredited members appointed by the president, with approval of the board, at least sixty days prior to the annual meeting of the Chapter. ***The Nominating Committee shall be chaired by the immediate past president of the Chapter.***

Section 2. Nominations. The Nominating Committee shall name a qualified nominee for each office and for each ~~Leadership 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 to Membership. At least thirty days before the annual meeting of the Chapter, the secretary shall ~~send~~ to all Chapter members the list of nominees prepared by the Nominating Committee.

Section 4. Elections. Officers ~~and~~ directors ~~and Leadership Assembly delegates~~ shall be elected at the annual meeting of the Chapter. Election shall be by majority vote of the members in good standing present and voting. Balloting in contested elections shall be by secret ballot.

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. Dissolution. The Chapter may be dissolved by written ballot of two-thirds vote of the Chapter membership. The Society's board may dissolve a Chapter with the approval of the Leadership Assembly.

Section 6. Assets of Chapter. 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.***

Section 8. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Chapter in all cases in which they are not inconsistent with Society bylaws and any special rules of order the Society may adopt.

Adopted August 20, 1982
Amended June 24, 1985
Amended April 14, 1989
Amended May 20, 1991
Amended May 19, 1992
Amended May 24, 1993
Revised and adopted June 1, 1998
Amended January 29, 1999
Adopted June 7, 1999
Amended October 22, 2001
Revised and adopted June 22, 2006

* * * * *