

# PRSA MIAMI CHAPTER BYLAWS

## ARTICLE I

### **Name of Organization**

The name of this nonprofit professional organization shall be the Public Relations Society of America (PRSA) Miami Chapter.

### **Location of Office**

The principal administrative office of the organization shall be located in Miami-Dade County, Florida.

## ARTICLE II

### **Objectives**

The objectives of PRSA Miami Chapter shall conform to the objectives stated in the bylaws of PRSA.

PRSA Miami will help advance the careers of its members by providing:

- Lifelong learning
- Leadership development opportunities
- A vibrant, diverse and welcoming local professional community.
- Recognition of capabilities and accomplishments.
- Thought leadership, ethics and professional excellence.

## ARTICLE III

### **1. Membership Eligibility**

To be eligible for membership in the Chapter, a person must be a member in good standing of PRSA. Any such member, regardless of location, is eligible for Chapter membership.

### **2. Obligations of Members**

All members shall, by virtue of their membership therein, be bound by the bylaws of the Society and its Code of Ethics.

### **3. 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.

## ARTICLE IV

### **1. Fiscal Year**

The Chapter's fiscal year shall coincide with that of PRSA.

### **2. Dues**

The amount of the Chapter dues shall be determined annually by the Chapter's board of directors and shall be payable on the member's renewal date.

### **3. Non-Payment of Dues and Fees**

Any member whose Chapter dues or other Chapter-related fees are unpaid for a designated period of time in accordance with the Society's policy 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 shall have been duly notified.

## ARTICLE V

### **1. Composition of the Board**

The business and affairs of the Chapter shall be managed and controlled by a board of directors consisting of at least 12 members:

- President,
  - President-Elect,
  - Secretary,
  - Treasurer,
  - Immediate Past President,
  - Six Directors-at-Large,
- and the appropriate number of Assembly Delegates based on total membership, all of whom are elected by the membership at the Chapter's annual meeting.

### **2. Authority of the Board**

The board of directors shall supervise, control and direct the affairs of the Chapter; shall determine its policies or changes therein within the limits of these bylaws; shall actively pursue its objectives; and shall have discretion in the disbursement of its funds. It may adopt policies and procedures to conduct its business and may appoint such agents or employees as it may consider necessary.

The president will assign oversight of one or more committees to each board member.

The board of directors shall also act as trustee of the Ev Clay/PRSA Miami Chapter Endowment Fund, Inc., with fiduciary responsibility for protecting its assets, including the selection of the fund administrator. In the first quarter of each year, the board of directors shall review the previous year's financial activity, approve the annual Endowment Fund investment plan, and determine the level of scholarship funding to be awarded for that year.

The endowment fund administrator will provide quarterly reports to the board, including the first quarter report that precedes the scholarship funding decisions.

The PRSA Miami Endowment Scholarship Chair will be responsible for the dissemination of information to students about the scholarship fund, select and chair the committee that screens, chooses and informs the recipients, and work with the students to ensure their full participation in the presentation ceremony.

### **3. Term of Office**

The office of president-elect is for one year, with the person moving automatically, during the next two years, into the offices of president and immediate past president.

The offices of secretary and treasurer are for one year.

The term of office of the directors-at-large shall be three years, beginning January 1 and until their successors are installed. Their terms of office shall be arranged so that the terms of two directors-at-large shall expire each year.

The term of office for Assembly delegates is described in Article VIII, Section 3 of these bylaws.

### **4. Eligibility**

All Chapter members in good standing are eligible to serve on the board in any role except Assembly delegates, who must be accredited or have served a full term as Chapter officer.

### **5. Vacancies**

Vacancies occurring among the directors, except president and president-elect, may be filled for the balance of the unexpired term by the board of directors at any regular meeting or special meeting called for that purpose.

### **6. Order of Succession**

If the president is temporarily unable to serve, the president-elect shall act in the president's place. If the president vacates the office for any reason, the

president-elect becomes president, serving the remainder of the unexpired term as well as the term for which the president-elect was elected. If the president-elect cannot move into the presidency, then the temporary order of succession shall be:

- Immediate Past President,
- Treasurer,
- Secretary, or
- Any Director-at-Large,

all being elected by a majority vote of the board of directors.

In the event the office of president-elect becomes vacant, then the nominating committee that nominated the individual shall be convened, within 30 days of the office becoming vacant, to recommend a replacement to the Chapter's board of directors. The board of directors, by majority vote, shall elect a replacement. All members who are in good standing and meet the qualifications, including the current officers and directors-at-large (other than the president) may be recommended by the nominating committee to the board for election.

### **7. Removal**

Any director who misses three board meetings in a calendar year may be given notice of dismissal by the Chapter president and replaced in accordance with Sections 5 and 6 of this Article.

### **8. Regular Meetings**

The board of directors shall meet no less than six times per year. A meeting is defined as an in-person gathering or a teleconference that has been properly noticed as described in Section 10. Each board member is required to attend a minimum of three meetings in person annually.

Board voting by email or other electronic means shall be permitted if a record of the vote is kept and added to the minutes of the next regularly scheduled board meeting.

### **9. Special Meetings**

Special meetings of the board may be called by the president, at the written request of four members of the board, or through petition to the president by 10 percent of the Chapter members.

No business shall be transacted at any special meeting except that specified in the notice.

### **10. Notice of Meetings**

Notice of any regular meeting or special meeting of the board of directors shall be given to each director and

committee chairperson, by mail, email, fax, telephone or in person at least 10 days prior to the meeting

### **11. Quorum**

A majority of the board of directors (50 percent plus one) shall constitute a quorum at all meetings of the board.

## **ARTICLE VI**

### **1. Officers**

The officers of the Chapter shall be president, president-elect, secretary, treasurer and immediate past president. The president-elect, secretary and treasurer shall be elected by the membership at the annual meeting and shall hold office for a term of one year beginning January 1 and until their successors are installed. The president-elect shall automatically become president after serving one year as president-elect or in the event that the presidency becomes vacant for any reason. After serving as president, that person serves the following year as immediate past president and chair of the nominating committee.

### **2. President**

The president shall preside at all meetings of the Chapter and of the board of directors. The president shall appoint all committee chairs and shall be an ex officio member of all committees. The president is responsible for presenting an annual plan, including a budget, at the January board meeting; and for filing all reports required by national headquarters or requested by the district chair. The president shall perform all other duties incident to the office, including serving on the Sunshine District board of directors.

### **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. The president-elect shall also generally assist the president and perform such other duties as shall be prescribed by the board of directors.

### **4. Secretary**

The secretary shall keep records of all meetings of the Chapter and of the board of directors, maintain the Chapter's archives, prepare a report at the end of each year that documents all of the Chapter's activities for the year, issue notices of all such meetings and perform all other duties customarily pertaining to the office. Copies of the minutes of all Chapter board meetings shall be sent to the Chapter officers and board of directors no later than 30 days after the board meeting.

### **5. Treasurer**

The treasurer shall receive and deposit all Chapter funds, at least monthly, in the name of the Chapter in a financial institution approved by the board of directors. The treasurer shall issue receipts as required and make authorized disbursements by check after proper approval by the president or the board of directors. All checks must be signed by both the treasurer and the president. The treasurer shall prepare the Chapter's budget, in consultation with the president and the committee chairs, for approval at the January board meeting. In addition, the treasurer must provide financial reports to the board of directors at each regular meeting and render an annual financial report to Chapter members. The treasurer shall provide to the board at least quarterly copies of original bank statements for all chapter accounts. The treasurer shall monitor all chapter investments and notify the board of the need for timely decisions. The treasurer shall perform all other duties of the office that may be assigned by the board.

### **6. Immediate Past President**

The immediate past president will chair the nominating committee. The other duties of the immediate past president are assigned by the president, with the approval of the board of directors.

### **7. Vacancies**

In the event a vacancy occurs in the office of treasurer or secretary, the balance of the term shall be filled by a vote of the board of directors at any regular meeting or at any special meeting called for that purpose.

For vacancies in the offices of president and president-elect, see Article V, Section 6.

If the office of immediate past president should become vacant, the board of directors will appoint any past president as immediate past president, including the chairmanship of the nominating committee, which is described in Article VIII of these bylaws.

### **8. Compensation and Reimbursement**

No officer, director, committee chair or member shall be entitled to compensation. The board may reimburse any reasonable expenses incurred in the performance of chapter duties, provided they are included in the budget and receipts are submitted within 90 days of the expenditure or before the fiscal year end, whichever comes first. Extraordinary expenses will be paid at the discretion of the board.

## ARTICLE VII

### **1. Assembly Delegate Responsibilities**

Assembly delegates will represent the Chapter with the guidance of the board. In the absence of such guidance or by compelling circumstance, delegates shall represent the Chapter at their own discretion.

Delegates who attend the Assembly must submit a joint, written report to the chapter members, signed by all Delegates. The report must be submitted within one month of the date of the Assembly.

Delegates shall also represent the Chapter as members of the Sunshine District board of directors.

### **2. Alternate Delegate**

The Chapter may, as needed, designate an alternate for each delegate to which the Chapter is entitled. Such designation shall be made by the president or president-elect and reported to the chair of the Assembly Credentials Committee.

### **3. Term of Office**

Delegates shall be elected for a term of three years beginning January 1 and until a successor is installed. No delegate who has served a full three-year term may continue to a second consecutive term. However, a person filling an unexpired term of a delegate may be elected for a succeeding full term.

If a delegate's office becomes vacant before the three-year term has expired, the president shall recommend a replacement to the board of directors and for election as the new delegate. If such an election is not possible prior to certain deadlines associated with an upcoming meeting of the Assembly, then an alternate delegate should be appointed by the president for that particular Assembly.

If the Chapter's representation at the Assembly is reduced based on membership, the board will send the delegates(s) in descending order of their election year.

### **4. Reimbursement**

Assembly delegates and their alternates will be reimbursed for all reasonable expenses, with "reasonable" being defined each year by the board of directors.

## ARTICLE VIII

### **1. Nominating Committee**

The president, with the approval of the board, shall appoint a nominating committee of no fewer than three past Chapter officers. The chapter president, president-elect and immediate past president shall also serve. The immediate past president will serve as committee chair. The president will serve ex officio without vote. Therefore, the nominating committee will number no less than six members, five of them with vote.

The appointments to the nominating committee must be made no less than 30 days prior to the annual meeting of the Chapter.

### **2. Nominations**

The nominating committee shall name a qualified nominee for each officer, for each director-at-large, and for each Assembly delegate whose term is expiring. The nominating committee shall use all available chapter communication channels, including a Willingness to Serve form, to encourage Chapter members to make recommendations for the committee's consideration.

The committee chair shall ensure that each nominee has been contacted and agrees to serve if elected. Additional nominations shall be accepted from members at the annual meeting, provided the nominees have been contacted and have agreed to serve if elected. No member of the nominating committee shall be a candidate for office.

### **3. Notice to Membership**

At least 10 days prior to the annual meeting of the Chapter, the list of nominees must be reported to the membership.

### **4. Elections**

Officers, directors-at-large, and Assembly delegates shall be elected at the annual meeting of the Chapter. Election shall be by majority vote of the members present and voting. Balloting in contested elections shall be by written ballot.

## ARTICLE IX

### **1. Standing Committees**

In addition to the nominating committee, the following standing committees shall be established each year:

- Professional Development
- Endowment Luncheon
- Membership
- Accreditation
- Ethics
- Diversity
- Public Service
- College Relations
- Communication
- Sponsorships
- Endowment Scholarships

**2. Special Committees**

Special committees or task forces may be established by the president with the approval of the board of directors.

**3. Committee Chair Responsibilities and Assistance**

Chairs shall report committee activities to the board, in person or in writing, at each regular meeting. All committee chairs are responsible for preparing an annual work plan and budget for inclusion in the master plan presented for the board's approval prior to the January board meeting or retreat, in consultation with the president, that committee's board liaison and the previous chair.

The president will appoint a dedicated board liaison for each committee who will actively participate in the committee's work—prepared always to report at any board meeting the progress, plans, or problems of that particular committee. The board liaison is also responsible for assisting the chairs of the committees they supervise with developing plans and budgets in the October-December period.

**ARTICLE X**

**1. Membership Meetings**

There shall be at least eight Chapter meetings each year, at such times and places as may be designated by the board of directors, including the annual meeting, which shall coincide with the Ev Clay Endowment Luncheon.

**2. Special Meetings**

Special meetings of the Chapter may be called by the president, the board of directors, or on written petition to the president by 10 percent of the Chapter membership.

No business shall be transacted at any special meeting except that specified in the notice.

**3. Notice of Meetings**

An annual meeting notice will be sent to each member at least 30 days in advance. Notice of a regular meeting or special meeting shall be sent to each member at least 10 days in advance.

**4. Meeting Procedures**

**Notice of Meetings; Waiver**

Any notice required under these Bylaws may be given personally, by mail, electronic mail or other mode of written transmittal. If mailed, the notice shall be addressed to each person at such person's address as it appears in the records of the Society. Notice may be waived by a signed written waiver by the person waiving such notice, or by attending a meeting without protesting the lack of notice.

**Remote Communications**

To the extent permitted by the N-PCL, any person participating in a meeting of the membership, board, committee or other body 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.

Votes of the board may be conducted by e-mail, with a deadline for submission to the president. The results of all such votes will be recorded in the minutes of the following meeting.

Technological failures or difficulties that prevent or reduce the ability of a small number of remote participants to participate fully in any meeting, if occurring through no misdeed and no substantial failure of PRSA Miami, shall not invalidate the actions taken at such meeting, provided those who were able to participate fully did so in sufficient numbers to constitute a quorum.

**5. Quorum**

The chapter members attending the annual meeting shall constitute a quorum for the purpose of elections.

**ARTICLE XI**

**1. Amendments**

These bylaws may be amended by two-thirds vote of the membership present at any meeting, provided at least 30 days' notice of any proposed amendment has been given to all members. Amendments adopted in

accordance with the provision become effective only after approval by the Society's board of directors.

These bylaws shall be reviewed at least once every three years to make certain they meet the requirements of changing circumstances and that they conform with all the rules, regulations, and bylaws of PRSA.

## **2. Charter**

The Chapter, its officers, directors, and agents shall conform with and maintain its charter and all Chapter affiliation requirements imposed by the Society.

## **3. Books, Records and Archives**

The Chapter shall keep books and records of its financial accounts, meeting minutes, a membership list with names and addresses, and maintain archives. The Chapter will make its books and records available to the Society at any time.

To supplement existing boxed, stored archives, the president, officers and all committee chairs shall present an electronic copy of their year-end report, including collateral material where appropriate, and all meeting minutes to create a perpetual digital archive of all PRSA Miami papers and documents

## **4. Annual Report to the Society**

The Chapter shall submit an annual report to the Society each year, as well as any other document or report required by the Society.

## **5. Conflict-of-Interest Policy**

The board shall adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and directors of the Chapter. This document should be presented and signed by each officer and director before the end of January each year.

## **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 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.

## **7. Nondiscrimination**

In all deliberations and procedures, the Chapter shall subscribe to a policy of nondiscrimination on the basis of race, creed, religion, disability, sex, age, color, national origin or sexual or affectional orientation.