

Bylaws of the PUBLIC RELATIONS SOCIETY OF AMERICA, INC. HOOSIER CHAPTER

Revised November 2018 to comply with PRSA Guidelines; approved by Chapter & PRSA Board

ARTICLE I – GENERAL

Section 1. Name.

The name of this organization is the Hoosier 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 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 state of Indiana.

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.

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 in Section 1.

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 do not mitigate such member's financial obligations to the Chapter.

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 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.
- d) Retirement Status: Any member of the Chapter who is eligible for retirement status may be recommended for such status by the Chapter's Board of Directors in accordance with provisions of the Bylaws of the Society.

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. It is advised that Chapter Dues be evaluated by the Chapter board in August of each year to determine if a rate increase should be considered for the following year.

Section 6. 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 20 percent of the membership whether voting 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, Immediate Past President, Secretary/Director of Operations & Research, Treasurer/Director of Finance, Director/Professional Development, Director/Communications, Director/Member Relations, Director/Membership, Director/Advocacy and Ethics, and enough Director/Assembly Delegates to fill the number of seats allotted to the Chapter by the Society as determined by the Chapter's size. The Chapter President in partnership with the board of directors has the authority to add additional board officers or directors as needed to conduct chapter business.

Section 3. Chapter Officers and Directors: The officers of the chapter shall be a President, President Elect, Immediate Past President, Secretary/Director of Operations & Research, and Treasurer/Director of Finance. Directors shall be Director /Professional Development, Director/ Communications, Director/Member Relations, Director/ Membership, Director/Advocacy and Ethics, and Director/Assembly Delegate. Officers and directors shall be elected by the Chapter membership at its Annual Meeting for a term of one year beginning January 1st next ensuing and until their successors are elected and installed. No officer or director having held an office for two successive terms shall be eligible to succeed himself or herself in that same office. Director/ Assembly Delegate(s) term of office is covered below in Section 15.

Section 4. President: The President shall preside at all meetings of the Chapter and of the Board of Directors. The President also shall appoint all committees with the approval of the Board of Directors, be an ex officio member of all committees except the Nominating Committee, and perform all other duties incident to the office.

Section 5. President-Elect: The President-Elect shall serve as an understudy to the President, for the purpose of preparing to assume the duties of the Presidency in the following term, provided elected by majority vote of the membership in good standing. The President-Elect may preside in the absence or disability of the President and automatically shall assume Presidential duties, in the event of vacancy of the office, for the remainder of that term. The President-Elect is responsible for developing the three-year strategic plan for the Chapter.

Section 6. Immediate Past President: Immediate Past President serves as an advisor to the President and the Board as needed and provides a historic perspective.

Section 7. Secretary/Director of Operations & Research: The Secretary/Director of Operations & Research shall keep records of all meetings of the Chapter current on Google

Drive, issue notices of annual meetings and is responsible for assisting the President with the annual meeting.

Section 8. Treasurer/Director of Finance: The Treasurer/Director of Finance shall work in conjunction with the paid Chapter administrator to complete the following:

- Receive and deposit all Chapter funds in the name of the Chapter in a federally insured financial institution selected and approved by the Board.
- Issue receipts and make authorized disbursements by check after proper approval by the President or the Board.

The Treasurer/Director of Finance shall also complete state and federal tax forms, maintain compliance with Society insurance policies, prepare the Chapter's budget, make regular reports to the Board on the progress of the Chapter's financial plan, render an annual financial statement to the Chapter's membership and steward the Chapter's fund-raising activities.

Section 9. Director/Professional Development: The Director/Professional Development shall be responsible for the Chapter's professional development meetings and networking workshops and Meet the Media programming.

Section 10. Director/Communications: The Director/Communications is responsible for overseeing the content and production of the Chapter newsletter, advertising, social media, the Chapter's website and acting as the Chapter liaison to other appropriate organizations.

Section 11. Director/Membership: The Director/Membership shall be responsible for maintaining the Chapter member roster, recruitment/retention programs, PRSSA chapters and multicultural initiatives.

Section 12. Director/Member Relations: The Director/Member Relations shall be responsible for the Chapter Awards program, APR program, New Pros, and other initiatives as deemed necessary by the President that enhance membership value.

Section 13. Director/Advocacy and Ethics: The Director/Ethics and Advocacy carries out the mission of the national PRSA Advocacy Advisory Board at the district and chapter level. The Director serves as the point person for media relations activities on behalf of the Chapter, in addition to provides leadership and counsel to the board on issues needing ethical consideration or opportunities to highlight the chapter's commitment to ethical practice of the profession.

Section 14. Director/Assembly Delegate: The Director/Assembly Delegates shall serve as the Chapter's representatives at meetings of the PRSA Assembly and shall be elected by the Chapter membership, with at least one Director/Delegate elected each year by the chapter membership at its annual meeting to serve a term of one to three years beginning January 1st or until a successor is elected and installed. Eligibility for service as Director/Assembly Delegate shall be determined in accordance with the Society's eligibility requirements for service as Assembly Delegate.

Section 15. Vacancies: In the event of death, resignation, removal or expulsion of any Director(except the President 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. In the vacancy of the office of President, the President-Elect shall

automatically assume such duties for the remainder of that term. In the vacancy of an Assembly Delegate, the Chapter shall follow the guidelines established by the Society.

Section 16. Removal: 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 4 above.

Section 17. Board Meetings: There shall be at least six meetings each year 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 members of the Board of Directors. Notice of each meeting of the Board shall be communicated directly to each Director at least seven days in advance.

Section 18. Quorum: A majority of the Board of Directors shall constitute a quorum for all meetings of the Board. Section 20. Compensation and Reimbursement: Officers and directors of the Chapter serve in a volunteer capacity and are not eligible for payment or compensation for their time or service to the Chapter. Reimbursement for expenses will be made in accordance with the Chapter's Policies and Procedures.

ARTICLE IV – NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee: There shall be a Nominating Committee of no less than five members appointed by the President with approval of the Board of Directors at least 60 days prior to the Annual Meeting of the Chapter. The five members shall include the current President, the current President-elect, a member in good standing with five years or less of PRSA membership, and two additional members in good standing. The committee should be representative of the entire membership to the extent possible.

Section 2. Nominations: The Nominating Committee shall, after polling a representative sample of the membership for candidate suggestions, name a qualified nominee for each office and for each Director and Director/Assembly Delegate whose term is expiring. It shall ensure that each nominee has been consulted and agrees to serve if elected. Additional nominations, if any, shall be accepted from members at the Annual Meeting provided such nominees have been consulted and agree to serve if elected.

Section 3. Notice to Membership: At least 30 days before the Annual Meeting of the Chapter, the Secretary shall communicate to all Chapter members the list of nominees prepared by the Nominating Committee. Section 4. Elections: Officers, Directors and Directors/Assembly Delegates shall be elected at the Annual Meeting. Election shall be by majority vote of the members in good standing present and voting or voting 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.

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 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 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 board.

ARTICLE VII – MISCELLANEOUS

Section 1. Charter.

The Chapter, its officers, directors, director/Assembly Delegates 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.

Section 8. Remote Communications.

To the extent permitted by law, any person participating in a meeting of the membership, board or committee 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.