

Bylaws
of
SOUTHERN ARIZONA
Chapter of the
PUBLIC RELATIONS SOCIETY OF AMERICA, INC.

ARTICLE I – NAME

The name of this organization is the Southern Arizona 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.”

ARTICLE II – TERRITORY AND LOCATION

The Chapter operates and serves members within the region approved by the Society—i.e. Southern Arizona, including the counties of Pima, Santa Cruz, Cochise, Graham and Greenlee.

The Chapter’s principal location is Tucson, Arizona.

ARTICLE III – 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.

ARTICLE IV – 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 V – MEMBERSHIP

Section 1. Membership Eligibility. Membership in the Chapter is limited to members 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 in Section 1 above.

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. Payments by a member to the Society do not mitigate the member’s financial obligations to the Chapter.

Section 4. Resignation or Termination of Chapter Membership.

- a) Membership is automatically terminated without action by the board for failure to pay applicable dues, 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 Society dues.
- b) A member may resign by submitting a written letter of resignation. However, termination or resignation does not relieve a member’s liability for any financial obligations accrued and unpaid as of the date of the termination or resignation.

Section 5. Dues. The amount of Chapter dues shall be reviewed annually by the board. National shall be notified of any change. Any member whose annual Chapter dues are determined to be unpaid 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 and given thirty (30) days to comply.

ARTICLE VI – MEMBERSHIP MEETINGS AND VOTING

Section 1. Annual Meeting. An annual membership meeting shall be held annually at a time and place designated by the board. Notice of the annual meeting shall be delivered to each member by mail, electronic mail or other mode of written transmittal at least 30 days prior to the meeting.

Section 2. Membership Meetings. In addition to the annual meeting, regular membership meetings shall be held at least six times a year, at times and places designated by the board.

Section 3. Special Meetings. Special meetings of the Chapter may be called by the president, the board of directors or, upon written request, by 25 percent of the Chapter members. These meetings may be held by electronic mean with the concurrence of each member attending, conference telephone or similar communications equipment so long as all persons participating in the meeting can easily hear one another and participate actively in the discussion; participation in a meeting pursuant to this section shall constitute presence in person at the meeting. Notice of a regular meeting or special meeting shall be given to each member at least 5 business days in advance.

Section 4. Voting. Votes at any membership meeting may be cast 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. A quorum for membership voting is a simple majority of the voting members present in person [or by proxy]. Members may vote in elections, or on any matter presented by the board, without a meeting where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, electronic mail or any other electronic means.

Section 5. Quorum. A majority of the members present in person or by proxy at any meeting of the Chapter shall constitute a quorum.

ARTICLE VII – GOVERNANCE

Section 1. Scope of Responsibility. The affairs of the Chapter are managed by its board of directors, whose duty it is to ensure that the objectives and purposes of the Chapter are carried out. The board is subject to the restrictions and obligations set forth in these bylaws and the Society’s bylaws, policies and procedures, and the Code of Ethics. In addition,

- a) The Chapter, its officers, directors, and agents shall conform to its charter and all Chapter affiliation requirements imposed by the Society.
- b) The Chapter shall keep 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 upon request.
- c) The Chapter will submit any documents and reports required or requested by the Society.
- d) The board shall adopt a conflict-of-interest policy and an annual disclosure process that applies to all officers and directors of the Chapter.
- e) 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 affectional orientation.
- f) The fiscal year of the Chapter will be the calendar year.
- g) No member of the board or the Chapter shall have 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 legitimate 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 asset inure to the benefit of or be distributed to any member, director, officer, or employee of the Chapter.

Section 2. Board Composition and Terms of Office. A board of directors shall act as the governing body of the Chapter, and shall include a president, president-elect, secretary, treasurer, immediate past president, Western District liaison/PRSA Leadership Assembly delegate and no fewer than three (3) and no more than nine (9) directors-at-large. All directors and officers shall be members in good standing with the Chapter and the Society. Directors and officers shall be elected by the Chapter membership at its annual meeting for a term of one year—beginning January 1 and ending when their successors are elected and installed—except for the Western District liaison, who shall serve for three years, and the ethics chair, who shall serve for two. No officer having held an office for two successive terms shall be eligible to succeed himself/herself in the same office. 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.

Section 4. Duties of the Officers.

- a) **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 serve with the president-elect and the immediate past president on the nominating committee and shall perform all other duties incident to the office.
- b) **President-Elect.** The president-elect shall serve as program chair for all membership meetings held during his/her term of office. In the absence or disability of the president, he/she 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.
- c) **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 oversee the maintenance of the Chapter's membership roll, and perform all other duties customarily pertaining to the office.
- d) **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 5. Leadership Assembly Delegate(s). The PRSA Leadership Assembly delegate(s) shall serve as the Chapter's representative(s) at meetings of the PRSA Leadership Assembly and the Western District Board, and as a liaison between the Society and the Chapter. The delegate(s) shall be elected by the Chapter membership for a term of three years, beginning January 1 and ending when his/her successor is elected and installed. 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 6. 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 7. Removal or Resignation.

- a) Any director who is absent for 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 5 above.
- b) Any officer may be removed by: (1) two-thirds of the members voting where a quorum is present, see Article VI, section 4, 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. Such response must be received by the President ten (10) days prior to the meeting.
- c) Any director or officer may resign at any time by providing written notice to the board. Any removal or resignation of an officer shall automatically result in that person's removal or resignation from the board.

Section 8. Board Meetings. There shall be at least ten (10) meetings of the board at such times and places as it may determine. The board shall also meet at the call of the president or upon call of any three members of the board of directors. Notice of each meeting shall be given by the secretary by mail or private carrier, telephone, facsimile or other form of electronic communication and shall be given at least seven (7) days prior to such meeting. Proxy voting is prohibited at board meetings.

Section 9. Quorum. A majority of the directors in office shall constitute a quorum for all meetings of the board.

Section 10. Compensation and Reimbursement. No director or elected officer of the Chapter shall be entitled to salary or other compensation but may be reimbursed for budgeted expenses reasonably incurred in connection with the performance of their duties. All unbudgeted expenses shall require advance approval by the board.

ARTICLE VIII – COMMITTEES

Section 1. Appointment and Dissolution of Committees. The board may appoint committees to carry out the affairs of the Chapter as it deems necessary or advisable. The board shall determine the duties of any such group, as well as its size and tenure. All committees shall be subject to the authority of the board and shall report regularly to the board. All committee activities shall be subject to approval by the board.

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

ARTICLE IX – AMENDMENTS

These bylaws may be amended by a two-thirds vote of a quorum, as defined in Article VI, Section 4, 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.
