

# 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.

The focus of the Chapter will be:

- To demonstrate high professional standards and to assist members in maintaining those standards,
- To unite the profession, and
- To promote the profession of public relations and its contributions to organizations as well as the public good.

## 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 EvClay/PRSA Miami Chapter Endowment Fund, Inc., with fiduciary responsibility for protecting its assets. 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.

### **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 the assembly delegate(s) 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 and must have served at least one year as a Chapter officer or director-at-large.

### **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 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. In the event the presidency becomes vacant 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, for the purpose of recommending 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. For in-person meetings, board members may join by telephone no more than twice per calendar year.

### **9. Special Meetings**

Special meetings of the board may be called by:

- the president,
- at the written request of four members of the board,
- through petition to the president by 10% of the 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. A quorum shall be calculated on the basis of the number of individuals holding office and shall be determined each year at the first board meeting of the year.

## **ARTICLE VI**

### **1. The Officers**

The officers of the Chapter shall be: president, president-elect, secretary, treasurer and immediate past president. The first four officers 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 chairman 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 shall perform all other duties incident to the office. 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.

## **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 the Chapter's membership. The treasurer shall monitor all Chapter investments and notify the board of the need for decisions in a timely manner. 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, then 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, member of the board of directors or committee chair of the Chapter shall be entitled to any compensation. Officers, members of the board of directors or committee chairs may be reimbursed for reasonable expenses, covered by the year's approved budget, incurred in the performance of their duties. Extraordinary expenses will be paid at the discretion of the board of directors.

# **ARTICLE VII**

## **1. Powers of Assembly Delegates**

An assembly delegate, who must be accredited and must have served for at least one year as a Chapter officer or director-at-large, will represent the Chapter with the guidance of the board of directors. In the absence of such guidance or by compelling circumstance, the assembly delegate shall represent the Chapter at his or her own discretion.

An assembly delegate must submit a written report on the business of each assembly to the board of directors. Then, an appropriate report must be shared with the entire membership. When more than one delegate is representing the Chapter at an assembly, the delegates will determine among themselves who shall prepare the written report. It must be signed by each delegate who represented the Chapter at the assembly.

## **2. Alternate Delegate**

The Chapter may, as needed, designate an alternate assembly delegate 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. As an elected delegate, an alternate must be accredited and must have served for at least one year as a Chapter officer or director at-large.

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

Each assembly delegate shall be elected for a term of three years beginning January 1 and until a successor is installed. No assembly delegate having served a full three-year term may succeed to a second term. However, a person filling an unexpired term of an assembly delegate may be elected for a succeeding full term.

If an assembly delegate's office becomes vacant before the three-year term has expired, the president recommends a replacement to the board of directors and they elect a 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 for that particular assembly.

If the Chapter's representation at the assembly is reduced, the board will determine by vote which delegates to send.

### **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**

There shall be a nominating committee of no less than three past Chapter officers who are appointed by the president with the approval of the board of directors. Also serving on the nominating committee will be the president-elect, the Chapter president and the immediate past president. The immediate past president will serve as chairman of the committee. The Chapter 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 60 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, through Chapter meetings, the newsletter and the willingness-to-serve form, should encourage the membership to make recommendations for the committee's consideration in the nominating process.

The committee chairman 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:

- Programming
- Endowment
- Membership
- Accreditation
- Ethics

### **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**

The chair(s) of each committee is/are responsible for preparing a plan and budget in sufficient time to be incorporated into the master budget submitted to the board for approval in January. The chair(s) shall report

committee activities monthly to the board of directors. The Chapter president may invite some, or all, of the committee chairs to each meeting of the board.

Each committee will have a board member named as a liaison who will actively participate in the work of the respective committee—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 the development of plans and budgets in the October-December time frame.

## 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 by 10 percent of the Chapter membership.

### 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. Quorum

A majority (50 percent plus one) of Chapter members attending the annual meeting shall constitute a quorum.

## ARTICLE XI

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.