

Orlando Regional Chapter Bylaws

Below please find the Orlando Regional Chapter Public Relations Society of America Bylaws. Revisions to Bylaws Approved at March 2, 2004, Board Meeting.

ARTICLE I. NAME

Section 1. Name. The name of this nonprofit professional organization shall be the Orlando Regional Chapter, Public Relations Society of America (hereinafter referred to as Chapter).

ARTICLE II. Objectives

Section 1. Objectives. The objectives of this Chapter shall be to promote and strengthen the highest standards of service and ethical conduct by all members; to exchange ideas and experiences as well as collect and disseminate information that may enhance or improve the professional knowledge, standards, ethics and standing of the membership; to advance the art and science of public relations and to promote networking opportunities for all members.

ARTICLE III. Membership

Section 1. Categories of Membership. The categories of membership in this Chapter will be identical to those identified by the national Public Relations Society of America (herein called the Society).

Section 2. Eligibility. The eligibility requirements for each category are those determined by the Society.

Section 3. Admission to Membership. Any person admitted to membership in the Society shall become a member of the Chapter upon payment of Chapter dues. Each member of the Chapter must also be a member of the Society.

Section 4. Rights and Privileges of Membership. Members of the Chapter have the right to serve as a member of the Chapter's Board of Directors, to serve on a committee and to sponsor applications for membership. In accordance with the Society's Bylaws, only accredited members have the right to serve as the Chapter's Assembly Delegate, or alternate, and as professional advisor to a PRSSA Chapter.

Section 5. Continuance of Membership. Members who leave the field of public relations practice, public relations teaching or public relations administration may continue membership.

Section 6. Termination of Membership. Any member who for any reason ceases to be a member of the Society or is dropped from the Society's membership shall cease to be a member of the Chapter and shall be dropped from the Chapter's membership.

ARTICLE IV. Local Chapter Dues

Section 1. Dues. Dues for the calendar year for the respective categories of membership shall be fixed by the Chapter's Board of Directors. Dues shall be payable upon admission to membership. Dues will be billed and collected by PRSA national annually, based on membership admission anniversary.

Section 2. Non-payment of Dues. Members whose dues are unpaid shall be considered not in good standing and shall not be listed in the Chapter's membership directory, Such members shall not be entitled to vote, hold office or enjoy other privileges of membership. PRSA National shall notify by mail all such members who are in error. Good standing may be resumed on payment of all arrears of dues prior to termination of membership.

Section 3. At the discretion of the Board, the amount of local dues may be adjusted annually.

ARTICLE V. Meetings

Section 1. Regular Meetings. There shall be at least ten monthly meetings and/or events at such times and places as may be designated by the Chapter's Board of Directors.

Section 2. Annual Meeting. There shall be an Annual Meeting no earlier than October 1 and no later than December 25 at such time and place as fixed by the Chapter's Board of Directors for the purpose of electing Officers and Board of Directors members and the transaction of other business. This meeting may be incorporated into a regularly scheduled monthly meeting. Under the direction of the Board, voting for the proposed slate of officers may occur via electronic mail.

Section 3. Special Meeting. Special meetings of the Chapter may be called by the Board of Directors or on petition signed by at least 25 percent of the members of the Chapter.

Section 4. Meeting Notices. Notice of the annual meeting shall be given to all members of the Chapter in a timely manner. Notice of the regular or special meetings shall be given to all members of the Chapter no fewer than 10 days before such meeting.

Section 5. Quorum. A majority of those members present at a meeting or one-third of the membership, whichever is smaller, constitutes a quorum.

ARTICLE VI. Officers and Board of Directors

Section 1. Composition. The business and affairs of the Chapter shall be managed and controlled by a Board of Directors of at least 13 members, consisting of the Officers, who shall be the President, President-Elect, Vice President and/or Co Vice President-Programs, Vice President and/or Co Vice President-Membership, Vice President Administration, Vice President Finance, Vice President-Communications, and Vice President-Accreditation appointed Directors, the designated number of Assembly Delegates; and the Immediate Past President.

Section 2. Board Meetings. There shall be a monthly meeting of the Board of Directors at such times and places as it may determine. It will happen at the call of the President or upon the call of any three members of the Board of Directors. Notice of each meeting of the Board shall be given to each Board member at least seven days in advance of the meeting.

Section 3. Quorum. A majority of the Board of Directors shall constitute a quorum for all meetings of the Board.

Section 4. Vacancies. Vacancies occurring among the Board of Directors, other than the office of the President or President-Elect, may be filled for the balance of the unexpired term by the Board of Directors at any regular meeting or at any special meeting called for that purpose. If the President temporarily is unable to serve, the President-Elect shall act in the President's place. In the event the Presidency becomes vacant for any reason or the President temporarily is unable to serve, and the President-Elect is unable to serve, the vacancy will be filled by a current Board member upon a majority vote of the Board. If the President-Elect position becomes vacant for any reason, the President shall request that the current Nominating Committee present a recommendation for replacement to the Board of Directors. The Board of Directors, by majority vote, shall elect a replacement to fulfill the responsibilities of the President-Elect and subsequent succession to the Presidency.

Section 5. Removal. A Board of Directors member may, by the affirmative vote of two-thirds of the entire Board, be removed from office on the following grounds:

- (a) Substantial failure to carry out the responsibilities of the position.
- (b) Censure or suspension for violation of the Code of Professional Standards of the Society or of these Bylaws.

Section 6. Duties of Officers.

(a) President. The President shall preside at all meetings of the Chapter and of the Board of Directors. It shall be the President's duty to monitor the activities of the Chapter to make recommendations to the Board of Directors, and to help guide the organization to the fulfillment of its goals and mission. The President shall be ex officio member of all committees and chair the nominating committee.

(b) President-Elect. The President-Elect shall, in the absence of the President, preside at all meetings of the Chapter and of the Board of Directors, and shall perform such duties as may be assigned by the Board of Directors or by the President. The President-Elect shall convene and lead a strategic planning committee.

(c) Vice President-Programs. The Vice Presidents-Programs shall serve as the Chapter's program chairpersons. The Vice Presidents-Programs will be in charge of the program and the logistics for each meeting and shall perform such other duties as may be assigned to the Vice Presidents-Programs by the Board of Directors.

(d) Vice Presidents-Membership. The Vice Presidents-Membership shall serve as the Chapter's retention and recruitment chairpersons. The Vice Presidents-Membership shall seek to strengthen the Chapter's membership by recruiting new members and by retaining those already on the roll and shall perform such other duties as may be assigned to the Vice Presidents-Membership by the Board of Directors.

(e) Vice President – Administration. The Vice President of Administration shall act as secretary of all meetings of the Chapter and of the Board of Directors, The Vice President of Administration shall keep or cause to be kept the minutes of all Board of Directors meetings and after review by the President, will distribute the minutes. The Vice President of Administration shall perform such other duties as may be assigned to the by the Board of Directors.

(f) Vice President of Finance. The Vice President of Finance. shall perform all duties normally assigned to a treasurer, subject to the control of the Board of Directors, shall advise with respect to the preparation of the Chapter's budget, prepare and distribute monthly financial reports, collect monies at events and meetings and shall perform such other duties as maybe assigned by the Board of Directors.

(g) Vice President – Communications. The Vice President-Communications will over see and coordinate both the internal and external communications produced and distributed to Chapter members and the media. The Vice President-Communications also will monitor the Chapter's Web site and shall perform such other duties as may be assigned by the Board of Directors.

(h) Vice President-Accreditation. The Vice President-Accreditation will oversee and coordinate the efforts by eligible Chapter members who desire to achieve their APR status. This shall include offering the support and guidance needed to help a candidate prepare for the review panel and the examination.

Section 7. Term of Office of Officers. The President-Elect, Vice Presidents-Programs, Vice Presidents-Membership, Vice President-Administration, Vice President-Finance, Vice President Communications, and Vice President-Accreditation shall be elected annually by the Chapter and shall hold office for a term of one year beginning January 1 and until their successors are elected. The President-Elect shall automatically become President after serving a one-year term as President-Elect or in the event that the Presidency becomes vacant for any reason. No person shall hold more than one office without prior approval of the Board of Directors. No officer shall hold the same office for more than two terms in succession.

Section 8. Directors. The directors shall serve as counsel to the Chapter Officers and shall perform such other duties as may be assigned to the Directors by the Board of Directors.

Section 9. Term of Office of Directors. The term of office of the Directors shall be one year, renewable at the desire of the membership.

Section 10. Assembly Delegates. The Assembly Delegates shall serve as the Chapter's representatives to the Assembly of the Society when assembled at an annual or spring meeting as provided in the Society's bylaws. To be eligible, the Assembly Delegates must be accredited and must have served at least one year as a Chapter officer or Board member, as provided in the Society's bylaws. The Assembly Delegates serve the Chapter as counsel to the Officers and shall perform such other duties as may be assigned to the Assembly Delegates by the Board of Directors.

Section 11. Term of Office of Assembly Delegates. The Assembly Delegates shall be elected by the Chapter membership at its Annual Meeting for a term of three years and until a successor is elected. In accordance with the Society's bylaws, no Chapter delegate having served a full three-year term may serve a succeeding term; however, a person filling an unexpired term be elected for a succeeding full term.

Section 12. Immediate Past President. The Immediate Past President of the Chapter shall serve a one-year term as Immediate Past President. The Immediate Past President shall serve as counsel to the Chapter officers and shall perform such other duties as may be assigned to the Immediate Past President by the Board of Directors.

Section 13. Compensation and Reimbursement. No elected officer or Director of the Chapter shall be entitled to any salary. The Board of Directors may reimburse elected Officers, Directors, or the Assembly Delegates for their expenses incurred in connection with the performance of their duties.

Section 14. Other Officers. The Board of Directors may appoint such other officers with such powers and duties, as it may deem advisable.

ARTICLE VII. Nominations and Elections

Section 1. Nominating Committee. There shall be a Nominating Committee of no fewer 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. Outside of the President, no more than one of the Nominating Committee members shall be an existing Officer. Associate Members are not eligible to serve on the Nominating Committee.

Section 2. Duties. It shall be the duty of the Nominating Committee to make and present to the Chapter nominations for the offices of President-Elect, Vice Presidents-

Programs, Vice Presidents-Membership, Vice President-Administration, Vice President-Finance, Vice President-Communications, Vice President-Accreditation, Directors, Assembly Delegates(when required), and for any other positions requested by the Board of Directors. It shall ensure that each nominee has been contacted and agrees to serve if elected.

Section 3. Notice to Membership. At least 30 days before the Annual Meeting (see Article V,Section2.) of the Chapter, the Secretary shall distribute to all Chapter members the list of nominees prepared by the Nominating Committee.

Section 4. Other Nominations. Additional nominations, if any, shall be accepted by the Nominating Committee from members up to one week prior to the Annual Meeting provided the nominees have been contacted and agree to serve if elected.

Section 5. Elections. Officers, Directors and the Assembly Delegates shall be elected at the Annual Meeting of the Chapter. Election shall be by majority vote of the members in good standing who are present. In the event of contested elections, a printed secret ballot shall be distributed to voting members present. A voice vote shall suffice in non-contested elections.

ARTICLE VIII. Financial Provisions

Section 1. Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

Section 2. Indemnity. Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate, is or was an Officer, Director or Assembly Delegate of the Chapter or serves or served any capacity at the request of the Chapter shall be indemnified by the Chapter, and the Chapter may advance related expenses, to the fullest extent authorized or permitted by law.

ARTICLE IX. Boards, Committees, Task Forces

Section 1. Standing Committees. In addition to the Nominating Committee, there shall be standing committees for Professional Development, Ethics, Web site, Job Bank, Community Service, and Diversity. The duties, size, and tenure of the committees shall be determined by the Board of Directors and subject to the control of the Board.

Section 2. Special Committees. The Board of Directors may appoint such committees and task forces, as the Board may deem necessary or advisable for the conduct of the affairs of the Chapter. The duties of any such group, its size and tenure shall be determined by the Board of Directors. All committees and task forces shall be subject to the control of the Board of Directors.

ARTICLE X. Code of Professional Standards

Section 1. Obligation of Members. The Assembly of the Society shall have power to adopt a Code of Professional Standards for the Practice of Public Relations (herein called the Code) and amendments thereto. All members of the Society and the Chapter shall, by virtue of their membership therein, be bound by the Code as the same may be amended from time to time, and shall be obligated to comply with procedures for the enforcement of the Code as prescribed in the Society's Bylaws.

ARTICLE XI. Amendments

Section 1. These Bylaws may be amended by a two-thirds vote of the members present at any meeting at which a quorum is present, provided such proposed amendment(s) has been approved by the Chapter's Board of Directors and at least 30 days notice has been given to all members of any proposed amendments(s). Amendments adopted in accordance with this provision become effective only after approval by the Society's National Board of Directors.

- Bylaws Rewritten in 1987
- Past Presidents Council Review: April 1993
- Chapter Approval: October 1987
- Board of Directors Approval: September 1993
- As Amended: October 1988
- Chapter Approval: October 1993
- Reviewed: February 1989
- National Approved: October 1989
- Revised: December 1991