



**Bylaws of the Orlando Regional Chapter of
the Public Relations Society of America
Adopted [date of adoption]**

ARTICLE I. GENERAL

Section 1. Name. The name of this non-profit professional organization shall be the Orlando Regional Chapter, Public Relations Society of America (hereinafter referred to as Chapter). The Chapter functions as a regional division of the Public Relations Society of America, Inc., hereinafter called the “Society” or “PRSA.”

Section 2. Location. The Chapter operates and serves members within the greater Orlando area, as approved by the Society. The principal administrative office of the organization shall be located in Florida’s Orlando region.

Section 3. Objectives. The objectives of the Chapter shall conform to the objectives stated in the bylaws of PRSA. The focus of the Chapter shall be to:

- Promote and demonstrate the highest professional standards and assist members in maintaining those standards
- Promote the profession of public relations and its contributions to organizations as well as the public good
- 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

Section 4. Purpose. The Chapter advances the careers of its members by providing:

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

Section 4. Non-discrimination. The Chapter subscribes to a policy of non-discrimination on the basis of race, gender, creed, religion, disability, age, color, national origin, or sexual orientation.

Section 5. Charter. The Chapter, its Board of Directors, and agents shall conform with and maintain its charter and all Chapter affiliation requirements imposed by the Society.

Section 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 to the Society; in the event the Society ceases to exist, all assets remaining shall be transferred to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Chapter board shall determine. In no event shall any assets inure to the benefit of or be distributed to any member, director, officer, or employee of the Chapter.

Section 7. Restrictions. All policies and activities of the Chapter shall be consistent with applicable federal, state and local antitrust, trade regulation or other requirements as well as 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.

Section 8. Fiscal Year. The fiscal year of the Chapter is the calendar year.

ARTICLE II. Membership

Section 1. Eligibility. To be eligible for Chapter membership, a person must be a member in good standing of the Society. Any such member, regardless of location, is eligible for Chapter membership.

Section 2. Admission to Membership. Admission to membership in the Society shall be governed by the pertinent provisions of the Society bylaws. 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 3. 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 vote during the Chapter's annual elections. Members may also participate in the accreditation workshops, Chapter programs at member-only rates, member-only events, and other benefits as determined by the Chapter's Board of Directors. Only accredited members may serve as the Chapter's Assembly Delegate (or alternate), Vice-President-Accreditation, and as professional advisor to a PRSSA Chapter.

Section 4. Termination of Membership. Membership and its associated privileges will be automatically terminated without action by the Board of Directors for failure to pay applicable dues, or when the membership to the Society has been terminated for any reason, including non-payment of dues. Any member dropped from the Chapter membership roll for non-payment of dues may remain a member of PRSA (in accordance with the Society's bylaws).

ARTICLE III. Local Chapter Dues

Section 1. Dues. The cost of Chapter dues shall be fixed annually by the Chapter's Board of Directors. Dues shall be payable upon admission to membership and are collected by PRSA annually, based on membership admission anniversary.

Section 2. 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 be considered not in good standing and shall not be entitled to vote, hold office or enjoy other privileges of membership. Good standing may be resumed on payment of dues in arrears prior to termination of membership.

ARTICLE IV. Meetings

Section 1. Regular Meetings. There shall be at least ten monthly meetings and/or events at such times and places as 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 holding annual elections and the transaction of other business. This meeting may be incorporated into a regularly scheduled monthly meeting and may be held virtually.

Section 3. Special Meeting. Special meetings of the Chapter may be called by the President, Board of Directors or on request 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 no fewer than 30 days before the meeting. Notice of 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, in person or remotely, at a meeting or one-third of the membership, whichever is smaller, constitutes a quorum.

ARTICLE V. Board of Directors

Section 1. Composition. The governing body of the Chapter shall be a Board of Directors of at least 13 members, consisting of:

- The Officers who shall be the President, President-Elect, Vice-President of Finance, Vice President of Administration, and Immediate Past President.
- The Directors which may include Vice President and/or Co Vice Presidents of Programs, Membership, Communications, Accreditation and any other appointed Directors.
- The Assembly Delegate(s) in a number as provided by the Society bylaws based on Chapter members. One of the Assembly Delegates will serve as the Chapter's Ethics Officer.

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 occur 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. In the event of death, resignation, or removal of any Chapter Officer, Director, or Assembly Delegate, the Board of Directors shall elect a successor who shall take office immediately and serve until the next annual election, except in the case of the President-elect. If the President-Elect position becomes vacant, the President shall request that the 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) Any director who misses more than three (3) consecutive board meetings without an excuse acceptable to the Board of Directors may be given notice of dismissal by the Chapter President and replaced in accordance with Section 4 above.

(b) A Board of Directors member may, by the affirmative vote of two-thirds of the entire Board of Directors, be removed from office on the following grounds: (1) Substantial failure to carry out the responsibilities of the position. (2) Censure or suspension for violation of the Code of Professional Ethics 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 session for the new board year.

(c) Vice President–Administration. The Vice President of Administration shall act as secretary of all meetings of the Chapter and of the Board of Directors and keep official record of minutes as required by the Society and the Chapter's policies and procedures.

The Vice President of Administration shall perform such other duties assigned to the office.

(d) Vice President of Finance. The Vice President of Finance shall act as Treasurer of the Chapter and provide general financial oversight of the Chapter's finances to the Board. The VP of Finance shall receive and deposit all Chapter funds in the name of the Chapter into a financial institution selected and approved by the Board, manage the books of the Chapter, issue receipts and make authorized disbursements according to the Chapter's financial policies and procedures. The VP of Finance shall advise and assist with the preparation of the Chapter's budget, prepare and distribute monthly financial reports, collect payment at Chapter events and meetings and shall perform such other duties assigned to the office.

(e) Immediate Past President. The Immediate Past President shall serve a one-year term as counsel to the Board of Directors providing, upon request, advice and leadership to the board regarding past practices and other matters to assist the Board in governing the Chapter. The immediate past president shall also support the president and president-elect on an as-needed basis, assist in mentoring new board members and perform such other duties assigned by the Board of Directors or the President.

Section 7. Term of Office of Officers. The President-Elect, Vice President-Administration, and Vice President-Finance shall be elected annually by the Chapter and shall hold office for a term of one year beginning January 1 and continue until their successors have been elected and installed. The President-Elect shall assume the role of President after serving a one-year term as President-Elect, or if the President position becomes vacant for any reason. The President shall serve a one-year term as Immediate Past President upon completion of the President's term. No person shall hold more than one office without approval of the Board of Directors. No officer having held the same office for two successive terms shall be eligible to succeed themselves in that office.

Section 8. Duties of Directors. The Directors shall serve in the office to which they were elected and shall perform other duties as may be assigned by the Board of Directors or President.

(a) Vice President(s)-Programs. The Vice Presidents-Programs shall serve as the Chapter's program chairperson(s). The Vice Presidents-Programs will manage the program and the logistics for each meeting and shall perform such other duties as may be assigned.

(b) Vice President(s)-Membership. The Vice Presidents-Membership shall serve as the Chapter's membership 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.

(c) Vice President(s)-Communications. The Vice President-Communications will oversee and coordinate both the internal and external communications produced and distributed to Chapter members and the media. The Vice President-Communications will perform such other duties as may be assigned.

(d) Vice President-Accreditation. The Vice President-Accreditation must be accredited and will oversee and coordinate the Chapter's accreditation program while providing guidance to eligible Chapter members who desire to achieve their accreditation.

(e) Other Directors. The Board of Directors may appoint other Directors with such powers and duties, as it may deem advisable.

Section 9. Term of Office of Directors. The Directors shall be elected by the Chapter membership at its annual meeting to serve a one-year term beginning January 1 and ending when their successors are elected and installed. No Director shall hold the same office for more than two terms in succession.

Section 10. Duties of Assembly Delegates. The Assembly Delegate(s) shall serve as the Chapter's representative(s) at meetings of the PRSA Leadership Assembly and as a liaison between the Society and the Chapter. The Assembly Delegate(s) shall also serve as counsel to the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors or President. To be eligible to serve as Assembly Delegate for the Chapter, the member must be accredited and must have served at least one year on 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 one year beginning January 1 and ending when their successor is elected and installed. Delegates may serve up to three consecutive terms and may serve again after an absence of one year.

Section 12. 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, Assembly Delegates or their alternates, or members working on behalf of the Chapter for any expense incurred in connection with the performance of Chapter-related duties. Expenses not pre-approved are required to be submitted to the full Board of Directors for approval.

ARTICLE VI. Nominations and Elections

Section 1. Nominating Committee. The President shall appoint a nominating committee to include no less than five Chapter members including the President-Elect by the first board meeting after August 1. At least one committee member shall be accredited. No member of the nominating committee shall be a candidate for office, with the exception of the President-Elect.

Section 2. Duties. The Nominating Committee shall prepare a slate of nominees with a qualified nominee for each Officer, Director, and Assembly Delegate position with exception of the President and Immediate Past President, and for any other positions requested by the Board of Directors. It shall use all available chapter communication channels to encourage Chapter members to make recommendations for the committee's consideration, verify qualification of nominations, and ensure that each nominee has been contacted and agrees to serve if elected.

Section 3. Notice to Membership. The recommended slate of nominees prepared by the Nominating Committee shall be distributed to all chapter members at least 30 days before the Annual Meeting of the Chapter.

Section 4. Other Nominations. Additional nominations from members, if any, shall be accepted by the Nominating Committee 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 person or remotely. In the event that there are additional nominees for any position beyond the recommended slate presented by the nominating committee, a secret ballot shall be distributed to voting members present. Voting may be conducted electronically or via printed ballot. A voice vote shall suffice in non-contested elections.

ARTICLE VII. Committees

Section 1. Standing Committees. In addition to the Nominating Committee, standing committees may include Programs, Membership, Accreditation, Communications, Website, Social Media, Student Relations/Scholarship, Diversity, Equity and Inclusion, Professional Development, Ethics, and Community Service. The duties, size, and tenure of the committees shall be determined by the Board of Directors. All committees established under this section shall be subject to the authority of the Board of Directors. No committee may commit the Board or Chapter to an obligation without first being approved by the Board. .

Section 2. Special Committees. Special committees or task forces, including but not limited to special events, awards, long-range planning, and bylaws may be established by the President with the approval of the Board of Directors. 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 authority of the Board of Directors.

Section 3. Committee Reports. The chairperson of each committee shall report regularly its activities to the Chapter's Board of Directors. All committee activities shall be subject to approval by the Board of Directors.

ARTICLE VIII. Code of Ethics

Section 1. Obligation of Members. The Assembly of the Society shall have power to adopt a Code of Ethics 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 IX. Amendments

Section 1. These bylaws may be amended by a majority of the votes cast of Chapter members in good standing for proposed amendments that have been approved by the Board of Directors. Notice of amendments must be provided to all Chapter members at least 10 days prior to the amendment voting that will occur. Amendments adopted in accordance with this provision become effective only after their approval by PRSA's National Board of Directors.