



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

~~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-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.

ARTICLE II. Objectives

Section 13. 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

~~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.~~

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 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 21. 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. The eligibility requirements for each category are those determined by the Society.

Section 32. 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 43. 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. ~~sponsor applications for membership. In accordance with the Society's Bylaws, o~~ Only accredited members ~~have the right to may~~ serve as the Chapter's Assembly Delegate, (or alternate-), Vice-President-Accreditation, 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 6.4. 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). 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 VIII. Local Chapter Dues

~~**Section 1. Dues.** The cost of Chapter dues shall be fixed annually by 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, and are Dues will be billed and collected by PRSA national annually, based on membership admission anniversary.~~

~~**Section 2. Non-payment of Dues and Fees.** Members 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 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 in arrears prior to termination of membership.~~

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

ARTICLE IV. 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 holding annual elections electing Officers and Board of Directors members and the transaction of other business. This meeting may be incorporated into a regularly scheduled monthly meeting and may be held virtually. 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 President, Board of Directors or on petition signed 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 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, in person or remotely, 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 governing body business and affairs of the Chapter shall be ~~managed and controlled by~~ a Board of Directors of at least 13 members, consisting of:

- ~~the~~ 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, Vice President and/or Co Vice President Membership, Vice President Administration, Vice President Finance, Vice President Communications, and Vice President 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.

~~, 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 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. 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

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

Formatted: List Paragraph, Bulleted + Level: 1 + Aligned at: 0.25" + Indent at: 0.5"

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

Formatted: List Paragraph, Bulleted + Level: 1 + Aligned at: 0.25" + Indent at: 0.5"

Formatted: Font: (Default) Arial

~~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) 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: (a1) Substantial failure to carry out the responsibilities of the position. (b2) Censure or suspension for violation of the Code of Professional Ethics 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 ~~committeesession for the new board~~ year.

~~(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.~~

(ce) 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 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 ~~office~~ by the Board of Directors.

(fd) Vice President of Finance. The Vice President of Finance shall ~~act as Treasurer of the Chapter~~ perform all duties normally assigned to a treasurer, and provide general financial oversight of the Chapter's finances to the Board. ~~subject to the control of the Board of Directors.~~ 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 ~~respect to~~ the preparation of the Chapter's budget, prepare and distribute monthly financial reports, collect ~~monies payment~~ at Chapter events and meetings and shall perform such other duties ~~as may be~~ assigned by the Board of Directors to the office.

(g) Vice President—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 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.

(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 Presidents—Programs, Vice Presidents—Membership, Vice President—Administration, and 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 continue until their successors have been elected and installed. and until their successors are elected.~~ The President-Elect shall automatically assume the role of ~~become~~ President after serving a one-year term as President-Elect, or in the event that if the ~~Presidency—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 prior 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.~~No officer shall hold the same office for more than two terms in succession.~~

Section 8. Duties of Directors. ~~The directors-~~Directors shall serve as counsel to the Chapter Officers and in the office to which they were elected and shall perform such other duties as may be assigned ~~to the Directors-~~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.

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

Formatted: Font: (Default) Arial

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

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. 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 to serve as, the Assembly Delegate for the Chapter, the members must be accredited and must have served at least one year as a Chapter officer or Board member on the Board of Directors, 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 one~~ years 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, 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 12.3. Compensation and Reimbursement. No elected ~~O~~ 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 ~~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. ~~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. ~~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. 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.~~

Formatted: Font: Times New Roman, Font color: Text 1

Formatted: Normal (Web), Font Alignment: Baseline

Section 2. Duties. ~~It shall be the duty of t~~The Nominating Committee shall ~~to~~ make prepare a slate of nominees with and present to the Chapter nominations for a qualified nominee for each Officer, Director, and Assembly Delegate position with exception of the President and Immediate Past President, 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 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 aAt least 30 days before the Annual Meeting ~~(see Article V, Section 2.)~~ 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 from members, 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 person or remotely. In the event that there are additional nominees for any position beyond the recommended slate presented by the nominating committee of contested elections, a ~~printed~~ 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 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 IXVII. Boards, Committees, Task Forces

Section 1. Standing Committees. In addition to the Nominating Committee, ~~there shall be~~ standing committees may include for Programs, Membership, Accreditation, Communications, Website, Social Media, Student Relations/Scholarship, Diversity,

Equity and Inclusion, Professional Development, Ethics, and 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 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. subject to the control of the Board.

Formatted: Default

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 tThe 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 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 XVIII. Code of Professional Standards Ethics

Section 1. Obligation of Members. The Assembly of the Society shall have power to adopt a Code of Professional Standards 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 IXI. Amendments

Section 1. These Bylaws may be amended by a two-thirds majority of the votes cast of the 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. 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 their approval by the Society PRSA's National Board of Directors.

Formatted: Indent: Left: 0.5", No bullets or

- 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~~