

ARTICLE III - OFFICERS AND BOARD OF DIRECTORS

Section 1. Scope. The affairs of the Chapter are managed by its board of directors. It is the board's duty to carry out the objectives and purposes of the Chapter, and to this end, it may exercise all powers of the Chapter. The board is subject to the restrictions and obligations set forth in these bylaws, the Society's bylaws, policies and procedures, and code of ethics.

Section 2. Board Composition. The governing body of the Chapter shall be a board of directors consisting of the president, president elect, secretary, treasurer, **treasurer elect**, past president, PRSA Leadership Assembly delegate(s) and 5 directors-at-large. Directors and Officers shall be members in good standing with the Chapter and the Society. Assembly delegates and officers, except for:

- (a) the president, president-elect and immediate past president, shall be elected by the Chapter membership at its annual meeting for a term of one year, beginning Jan. 1 and ending when their successors are elected and installed. The president-elect shall be elected by the Chapter membership at its annual meeting for a three-year term; first year as president elect, second year as president, and third year as immediate past president.
- (b) **the treasurer and treasurer elect, shall be elected by the membership at its annual meeting for a term of one year, beginning Jan. 1 and ending when their successors are elected and installed. The treasurer-elect shall be elected by the Chapter membership at its annual meeting for a two-year term; first year as treasurer elect, second year as treasurer.**

Directors shall be elected by the Chapter membership at its annual meeting for a term of three years, with the exception of Assembly delegates who are elected to one-year terms renewable for up to three, one-year terms, beginning Jan. 1 and ending when their successors are elected and installed. 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, treasurer, and past president. The offices of secretary and treasurer may be combined and held by the same person at the discretion of the board. The officers shall be elected by Chapter membership at its annual meeting for a term of one year, beginning Jan. 1 and ending when their successors are elected and installed. No officer having held an office for two successive terms shall be eligible to succeed themselves in the same office.

Section 4. President. The president shall preside at all meetings of the Chapter and of the board. The president 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 perform all other duties incident to the office of president. The president shall immediately succeed to the position of past president upon expiration of the president's term of office. [The president may serve as a PRSA Leadership Assembly delegate.]

(a) Eligibility: To be eligible to serve as chapter president, the individual must be a Puget Sound chapter member in good standing, a member of PRSA for a minimum of five years, and should have one of the following:

- (1) previous chapter board experience or
- (2) be Accredited in Public Relations (APR).

Section 5. President-Elect. The president-elect shall assist the president, perform all duties incident to the office of president-elect and, in the absence or disability of the president, shall exercise the powers and perform the duties of the president. The president-elect shall immediately succeed to the office of president upon expiration of the president's term of office, and in the event of the death, resignation, removal, or incapacity of the president. [The president-elect may serve as a PRSA Leadership Assembly delegate.]

(a) Eligibility: To be eligible to serve as chapter president elect, the individual must be a Puget Sound chapter member in good standing, a member of PRSA for a minimum of five years, and should have one of the following:

- (1) previous chapter board experience or
- (2) be Accredited in Public Relations (APR).

Section 6. Immediate Past President. The immediate past president, serving in their last year of their three year term, shall serve as an advisor to the president, in addition to chairing the nominating committee and serving as the chapter's ethics officer.

Section 7. Secretary. The secretary shall keep records of all meetings of the Chapter and of the board, issue notices of all meetings, maintain or cause to be maintained the roll of membership, and perform all other duties customarily pertaining to the office of the secretary.

Section 8. 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 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 of the treasurer. **Upon completion of the first term of treasurer, individuals are eligible to be elected into the treasurer-elect position for one more consecutive two-year term.**

Section 9. Treasurer-Elect. The treasurer-elect shall assist the treasurer, perform all duties incident to the office of treasurer-elect and, in the absence or disability of the treasurer, shall exercise the powers and perform the duties of the treasurer. The treasurer-elect shall immediately succeed to the office of treasurer upon expiration of the treasurer's term of office, and in the event of the death, resignation, removal, or incapacity of the treasurer.

Section **9**10. Leadership Assembly Delegates. The PRSA Leadership Assembly delegate(s) shall either be Accredited or a current or former PRSA Puget Sound chapter board member, and shall serve as the Chapter's representative(s) at meetings of the PRSA Leadership

Assembly, may serve as the Chapter's representative on the district board of directors, and shall serve as a liaison between the Society and the Chapter. The Chapter president and/or president elect or their designee may serve as a PRSA Leadership Assembly delegate. Assembly delegates shall be elected by the chapter membership for a term of one year beginning Jan. 1 and ending when their successor is [elected/ appointed] and installed. Leadership Assembly delegates may serve up to three consecutive years in the same role, and may then serve again as a delegate after an absence of one year.

Section ~~40~~ 11. Directors At Large. Board members will serve for three-year terms from January 1 following the year of their election. One-third shall be elected each year. Directors may serve up to two consecutive terms, which includes service of a partial term. Directors may be re elected to the board after serving two consecutive terms, provided that they take at least one year off the board.

Section 412. Vacancies. In the event of death, resignation, removal or expulsion of any officer or director, other than the president who shall be succeeded by the president-elect, 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 ~~42~~13. Removal or Resignation.

- a) Any director who misses more than 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 412 above.
- b) Any officer may be removed by 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.
- c) Any director or officer may resign at any time by providing written notice to the board.
- d) Any removal or resignation of a person as an officer automatically results in that person's removal or resignation from the board.

Section 13. Board Meetings. There shall be at least 10 meetings of the board per year at such times and places as it may determine. It shall meet at the call of the president or upon call of any three directors. Notice of each meeting of the board shall be given personally by mail, electronic mail or other mode of written transmittal to each director at least seven days prior to the meeting.

Board votes may be conducted by email in between monthly scheduled board meetings. Email votes are only valid if replied to by a majority of the directors in office.

Section 14. Quorum. A majority of the directors in office shall constitute a quorum for all meetings of the board.

Section 15. Compensation and Reimbursement. No director or elected officer of the Chapter shall be entitled to any salary or other compensation, but may be reimbursed for expenses, approved by the board and/or officer(s), that are reasonably incurred in connection with the performance of their duties.