

Bylaws of
PUGET SOUND Chapter of the
PUBLIC RELATIONS SOCIETY OF AMERICA, INC.

ARTICLE I – GENERAL

Section 1. Name. The name of this organization is the **Puget Sound Chapter, PRSA** (“Chapter”), a chapter of the Public Relations Society of America, Inc. (“Society” or “PRSA”). The chapter was chartered on September 24, 1957, as the Pacific Northwest Chapter, PRSA. On October 16, 1980, the chapter name was changed to Puget Sound Chapter, PRSA.

Section 2. Territory and Location. The Chapter will operate and serve members within the territory approved by the Society, and its principal office will be located in a place determined by the Chapter’s board of directors. The territorial limits approved by the Society for this Chapter are Western Washington from the Cascade Mountains to the Pacific Coast and Oregon border to the Canadian border.

Section 3. Objectives. In accordance with the purposes of the Society as set forth in the Society’s articles of incorporation and bylaws, the objectives of this Chapter shall be to 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, and advance the careers of its members by providing:

- Lifelong learning.
- Vibrant, diverse and welcoming professional communities.
- Recognition of capabilities and accomplishments.
- Thought leadership, ethics and professional excellence.

Further, the Chapter, its board, officers, and members shall support and adhere to the bylaws, purposes, code of ethics, and all applicable policies and procedures established by the Society.

Section 4: Chapter Vision, Mission, Values

Vision. The vision of the Puget Sound Chapter of the Public Relations Society of America shall be “Leaders in Strategic Public Relations.”

Mission. The mission of the Puget Sound Chapter of the Public Relations Society of America shall be: *Advancing the profession and the professional in the Puget Sound region. We are committed to advancing the profession by promoting public relations as a management function and advocating its ethical practice. We are committed to engaging and enriching all levels of the public relations community with programs and services in which they can participate, learn and share*

Values

Ethics

We require ethical practice from our members and advocate it throughout the profession.

Professionalism

We encourage practitioners to strive for high standards through accreditation and other professional development programs.

Diversity

We welcome people from diverse backgrounds and embrace the contributions we all make to the chapter and the profession.

Advocacy

We foster productive public discourse by sounding a clear, consistent PRSA voice on the important issues of our region and time.

Community

We promote the active exchange of ideas with other communicators to enrich our clients and the public.

Leadership

We help develop leaders in the profession and provide opportunities to lead.

Section 5. Restrictions. All policies and activities of the Chapter shall be consistent with:

- Applicable federal, state and local antitrust, trade regulation or other requirements.
- 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.

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ARTICLE II - MEMBERSHIP

Section 1. Membership Eligibility. Membership in the Chapter is limited to individuals who are members in good standing with the Society, who are in compliance with the Society's bylaws, member code of ethics, and applicable policies and procedures, and who have paid membership dues to the Chapter.

Section 2. Admission to Membership. Admission to membership in the Society shall be governed by the pertinent provisions of the Society's bylaws and subject to the eligibility requirements set forth above in Section 1.

Section 3. Rights and Privileges of Membership. Membership carries with it a definitive obligation to pay all applicable dues, fees and other charges (collectively referred to as "financial obligations"), as provided in these bylaws and as determined by the board from time to time. Any payments by a member to the Society does not mitigate such member's financial obligations to the Chapter.

Section 4. Resignation or Termination of Membership.

- a) Membership is automatically terminated without action by the board for failure to pay applicable dues for more than 4 months, failure to meet the eligibility requirements for membership, or when the membership to the Society has been terminated for any reason, including non payment of dues.
- b) A member may resign by submitting a written resignation.
- c) Termination or resignation does not relieve a member from liability for any financial obligations accrued and unpaid as of the date of the termination or resignation.
- d) Should any member of the Puget Sound Chapter cease to be eligible for membership in accordance with the requirements of the society, he/she shall automatically be dropped from the chapter, and all his/her rights, titles, and interest in the property of the society or the Puget Sound Chapter shall cease. Members may be censured, suspended, or expelled from the society or from the Puget Sound Chapter only in accordance with the provisions of the bylaws of the society. (See Article 3, section 7 and Article XII, sections 1 & 2, of the PRSA National Bylaws).

Section 5. Reinstatement. The chapter board of directors may reinstate members at its discretion provided said members have been reinstated by the national society.

Section 6. Dues. The amount of Chapter dues shall be fixed annually by the board. Any member whose Chapter dues are unpaid for 4 months 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 has been duly notified.

Section 7. Membership Meetings.

- a) There shall be an annual membership meeting each year held no later than Nov. 1 at such date, time and place as may be designated by the board.
- b) In addition to the annual meeting, there shall be regular membership meetings at least four times a year at such times and places that may be designated by the board.
- c) Special meetings of the Chapter may be called by the president, the board or on written request by 25 percent of the Chapter members.
- d) Notice of the annual meeting shall be given to each member personally by mail, electronic mail or other mode of written transmittal at least thirty days prior to the meeting. Notice of a regular meeting or special meeting shall be given to each member at least 10 days in advance.
- e) A quorum for membership voting is 10 percent of the voting members present or voting by electronic means.

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, 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

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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. 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.

Section 9. 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 10. 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.

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Section 11. 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 12. 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 11 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.

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.

Article IV - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee for Officers, At Large Directors and Assembly Delegates. A committee

of a minimum of five chapter members in good standing, including a chairperson who is the Immediate Past President, shall be appointed by the chapter president and approved by the board. The committee shall include at least one accredited (APR) member, who can be the Immediate Past President. Other than the Immediate Past President, current directors and officers of the chapter are not eligible to serve on the Nominating Committee. No one may serve as a member of the Nominating Committee for more than two consecutive years. It shall nominate candidates for expiring directors at large, assembly delegate(s) and officer positions at a board meeting held at least 30 days prior to the annual meeting (See Article IV, section 2.). Additional nominations, if any, shall be accepted from members at the board meeting where the committee's recommendations are received, provided such nominations are submitted in writing and signed by no fewer than ten (10) chapter members in good standing.

Section 2. Nomination. The nominating committee shall name only qualified nominees for each standing director at large, officer and assembly delegate positions whose terms are expiring. The committee shall ensure and report to the board that each nominee has been contacted and apprised of their duties and responsibilities and agrees to serve if elected. The board must approve this recommendation at least 30 days prior to the annual meeting.

Section 3. Notice to membership. At least fifteen (15) days before the annual meeting of the chapter, the secretary shall mail to all chapter members the list of nominees for officers, directors at large and assembly delegates duly approved by the board of directors.

Section 4. Election of Officers, Directors at Large and Assembly Delegates. Officers, Directors at Large and assembly delegates shall be elected at the annual meeting to fill expiring terms. Election shall be by majority vote of the members in good standard voting in person or electronically. Electronic votes must be received one hour prior to the annual meeting. Balloting in contested elections shall be by secret ballot and the candidate receiving the largest number of votes shall be declared elected.

ARTICLE V – COMMITTEES

Section 1. Appointment and Dissolution of Committees. The board may appoint and dissolve committees to carry on the affairs of the Chapter as the board deems necessary or advisable. The board shall determine the duties of any such group, as well as its size and tenure. All committees established under this section shall be subject to the authority of the board.

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Section 2. Committee Reports. The chair of each committee shall report its activities regularly to the board. All committee activities shall be subject to approval by the board.

ARTICLE VI - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at any meeting or by ballot in which a quorum is represented, provided such proposed amendment(s) has been approved by the Chapter's board, and at least thirty days' notice has been given to all members of any proposed amendment(s). Amendments adopted in accordance with this provision become effective only after approval by the Society's board.

ARTICLE VII- MISCELLANEOUS

Section 1. Charter. The Chapter, its officers, directors, and agents must conform with and maintain its charter and all Chapter affiliation requirements imposed by the Society.

Section 2. Books and Records. The Chapter must keep books and records of its financial accounts, meeting minutes, and membership list with names and addresses. The Chapter will make its books and records available to the Society at any time.

Section 3. Annual Report to the Society. The Chapter will submit an annual report to the Society each year, as well as any other document or report required by the Society.

Section 4. Conflict-of-Interest Policy. On an annual basis, the board will adopt a conflict-of-interest policy and disclosure process that applies to all officers and directors of the Chapter.

Section 5. 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 or, in the event that the Society ceases to exist, to such organizations organized and operated exclusively for

Section 2 Nomination. The nominating committee shall name only qualified nominees for each standing director at large, officer and assembly delegate positions whose term is expiring. The committee shall ensure and report to the board that each nominee has been charitable, educational, religious or scientific purposes and exempt under Section 501©(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 may any assets inure to the

benefit or be distributed to any member, director, officer, or employee of the chapter.

Section 6. Nondiscrimination. In all deliberations and procedures, the Chapter will subscribe to a policy of nondiscrimination on the basis of race, creed, religion, disability, sex, age, color, national origin or affectional preference.

Section 7. Fiscal Year. The fiscal year of the Chapter will be the calendar year.

Section 8. Remote Communications. To the extent permitted by law, any person participating in a meeting of the membership, board, or committee of the Chapter may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation constitutes presence in person at the meeting.

Section 9. Procedure. Except as otherwise provided herein, Robert's Rules of Order shall govern any question of parliamentary procedure. Questions regarding operational procedures shall be addressed in the Chapter's Operations Manual.

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