

Updated Bylaws – Fall 2018
of
The Boston Chapter of the
PUBLIC RELATIONS SOCIETY OF AMERICA, INC.

ARTICLE I – GENERAL

Section 1. Name. The name of this organization is PRSA Boston (“Chapter”), a chapter of the Public Relations Society of America, Inc., (“Society” or “PRSA”) established in 1951.

Section 2. Territory and Location. The Chapter will operate and serve members within the territory approved by the Society, and its principal administrative 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: Central Massachusetts east to outermost Cape Cod including Greater Boston and Massachusetts municipalities between the border states of Connecticut, New Hampshire, and Rhode Island. The Chapter is registered in the Commonwealth of Massachusetts as a 501(c)(6) nonprofit association.

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 and advance 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:

- Advocacy of the profession and its professionals.
- Lifelong learning, mentoring, and career networking.
- Vibrant, diverse and welcoming professional, employer, and academic communities.
- Recognition of knowledge, accomplishments, service, leadership, and excellence.
- Thought leadership, ethics, and professional excellence.
- Pathway from classroom to career to support communication careerists from associate membership through to retirement.
- Fiduciary trust and responsibility for a solvent local association in full compliance with prevailing nonprofit association tax and incorporation laws.

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. 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.

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, program fees, and other charges 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.

- (a) Accredited (APR) members in good standing may be afforded exclusive benefits, such as voting for award recipients or programs that may include exclusive fees.
- (b) Members designated by the Society as: Associate (student up to four-years in a career), Full Member and Retiree.
- (c) Chapter members not restricted by geography, i.e., they can be members of other chapters so long as they are members of PRSA ~~National~~ in good standing.

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 three 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.

Section 5. Dues. The amount of Chapter dues shall be fixed annually by the Board,

- (a) Any member whose annual Chapter dues are unpaid for three months after billing 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.
- (b) Chapter members whose Society dues have lapsed will also be disqualified to hold Chapter membership.

Section 6. Membership Meetings.

- (a) There shall be an annual membership meeting each year held on or about Nov. 15 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 two times a year at such times and places as may be designated by the Board.

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- (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 electronic mail at least 30 days prior to the meeting. The 30-day timeframe shall serve as the period during which members may register concerns, objections, or recommendations about the meeting agenda, including the nominations. Notice of a regular meeting or special meeting shall be given to each member at least 10 days in advance.
- (e) A quorum for Chapter membership voting is a simple majority of the Chapter members in attendance for the transaction for all business, except amendment of these bylaws. Bylaws are amended as per Article V. The Board shall retain the option of providing members with access to meetings via a livestream/webinar/video conference/conference call. In the absence of a quorum, no formal business other than the planned program and recess or adjournment may be transacted.
- (f) A procedure for proxy voting is implemented only if established as a policy by the Chapter Board, with each voting member having a single vote whether present or in absentia. A simple majority of the members voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections, or on any matter presented by the Board, where a quorum participates and the votes are submitted in writing by postal or other delivery, electronic mail or any other electronic means with verifiable deadlines, e.g., email time stamps ET/EDT established in advance to a required recipient.

ARTICLE III - OFFICERS AND BOARD OF DIRECTORS

Section 1. Scope. The affairs of the Chapter are managed by its voting 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 and Leadership, as defined below, are subject to the restrictions and obligations set forth in these bylaws, the Society's bylaws, policies and procedures, and the code of ethics. Chapter policies and procedures are developed, updated, and upheld by vote of the Chapter Board.

Section 2. Board Composition. The governing body of the Chapter shall be a Board of Directors consisting of the president, president-elect, secretary, treasurer, immediate past president, membership chair(s), programming chair(s), PRSA Leadership Assembly delegate(s) and director(s)-at-large. Directors and officers shall be members in good standing with the Chapter and the Society. These officers will be empowered to make decisions by voting in compliance with quorum requirements and allowed remote meeting participation policies. Officers and directors, except for the president, past president and directors-at-large, 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 assembly delegate(s) shall be elected to serve for one year, and directors-at-large are elected to serve for three years.

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.

Section 4. President. The president shall preside at all meetings of the Chapter and of the Board. He/she 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-elect or his/her designee shall serve as a PRSA Leadership Assembly Delegate.

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 or his/her designee shall serve District Delegate to the Northeast Board.

Section 6. Secretary. The secretary shall work with the Chapter Administrator to keep records of all meetings of the Chapter and of the Board, send copies of such minutes to PRSA Headquarters and to the district chair, 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 7. Treasurer. The treasurer shall work with the Chapter administrator and any consultant (auditor, bookkeeper) in order to manage all Chapter funds in the name of the Chapter. Chapter funds shall be held in a bank or trust company selected and approved by the Board. The treasurer shall establish a reimbursement policy with Board approvals, oversee investment accounts, disbursements and receivables. The Treasurer prepares the Chapter's budget, makes regular financial reports to the Board, renders an annual financial statement with analysis, and performs all other duties incident to the office of the treasurer and as maintains compliance with prevailing tax law, nonprofit finance and public reporting.

Section 8. Leadership Assembly Delegates. The Chapter 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 Chapter president and/or president-elect or their designee shall serve as a Leadership Assembly delegate. All Leadership Assembly delegates shall serve for one year, except for individual who serve as delegate for two years during their successive terms as president-elect and president. Each additional delegate shall be elected for a term of one year beginning Jan. 1 and ending when his/her successor is elected and installed. To be eligible to serve as a PRSA Leadership Assembly delegate, a member must be Accredited in Public Relations (APR), or be a current or former member of the Chapter's Board.

Section 9. Membership Chair. The membership chair(s) shall work with the chapter's Board and Leadership, in accord with PRSA's membership chair, on planning and executing a membership program that provides periodic communication with members, with the goal of growing membership. The membership chair role may be held by two members, and the chair(s) serve as voting members of the Board.

Section 10. Programming Chair. The programming chair(s) shall work with the chapter's Board and leadership on planning and executing a professional development and networking program that engages members in events, programs and activities that meet member interest and the Board's financial responsibility to manage costs carefully and appropriately. The programming chair role may be held by two members, and the chair(s) serve as voting members of the Board.

Section 11. Directors-At-Large. At-large is a designation for three members of the Board of Directors who are elected to represent the

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whole membership of the body. The role of directors-at-large may change as needed to fulfill Board requirements and address overall organizational goals. Directors-At-Large shall be elected by the Chapter membership at its annual meeting for a term of three years, beginning Jan. 1 and ending when his/her successor is elected and installed.

Section 12. 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 13. Removal or Resignation.

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 12 above.

- (a) Any officer may be removed by: (1) two-thirds of the members voting where a quorum is present, or (2) 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.
- (b) Any director or officer may resign at any time by providing written notice to the Board.
- (c) Any removal or resignation of a person as an officer automatically results in that person's removal or resignation from the Board.

Section 14. Board Meetings. There shall be at least four meetings of the Board 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. Proxy voting is prohibited at Board meetings.

Section 15. Quorum. A majority of the directors in office shall constitute a quorum for all meetings of the Board.

Section 16. 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 reasonably incurred in connection with the performance of their duties. Reimbursement must be in accordance with established Chapter policies and procedures, overseen by the Treasurer, and be pre-approved by the Board.

ARTICLE IV – COMMITTEES

Section 1. Appointment and Dissolution of Committees. The Board may appoint and dissolve committees and non-voting leadership committee chairs 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.

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.

Section 3. Nominating Committee. There shall be a Nominating Committee co-chaired by the immediate past president and the president-elect. Other committee members shall be selected by them or confirmed by those who volunteer. This committee's job is to represent the profile and needs of the membership in order to

recruit and engage qualified members for the Chapter's leadership and Board positions coming up for member vote at the next annual meeting.

ARTICLE V - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at any meeting in which a quorum is present, 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). A quorum is defined as a majority of members present. Amendments adopted in accordance with this provision become effective only after approval by the Society's Board.

ARTICLE VI – 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. The Board will adopt a conflict-of-interest policy and annual 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 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 may any assets inure to the benefit of 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, gender, age, color, national origin or sexual 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.

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