

BYLAWS

Arkansas Chapter of PRSA

ARTICLE I - NAME

The name of this non-profit, professional society shall be the Arkansas Chapter of the Public Relations Society of America.

ARTICLE II - OBJECTIVES

In accordance with the objectives of the Public Relations Society of America, the objectives of this Chapter shall be to advance the art and science of public relations in the public interest; to encourage research, discussion and study of the problems and techniques of the public relations profession; to strengthen and maintain the highest standards of service and ethical conduct by all members of the profession; to exchange ideas and experiences and collect and disseminate information that may enhance or improve the professional knowledge, standards, ethics and standing of the membership; to promote camaraderie within the profession; and to promote an understanding of the practice of public relations among clients, the news media and the general public.

ARTICLE III - MEMBERSHIP

Section 1. Any member in good standing of the Public Relations Society of America shall be eligible for membership in this Chapter upon payment of Chapter dues. To be a member of the Arkansas Chapter, members must be in good standing with the Public Relations Society of America national office.

Section 2. Election to membership shall be governed by pertinent provisions of PRSA's Bylaws. With PRSA approval, the applicant automatically becomes a Chapter member upon payment of Chapter dues.

Section 3. Any member who, for any reason, ceases to be a member of the Society or is dropped from the Society's roll for non-payment of dues shall cease to be a member of the Chapter and shall be dropped from the Chapter roll.

Section 4. No one shall be elected to the position of President, President-Elect, or Assembly Delegate of this Chapter who is not an accredited member of the Society.

Section 5. A member shall be eligible for retirement status only if and so long as the member is gainfully employed less than 50 percent of the time and has reached the age of 55. Any member who has reached the age of 65 is eligible for retirement status, regardless of employment status. Members on retirement status shall enjoy all the rights and privileges of membership.

ARTICLE IV - DUES

Section 1. The amount of Chapter dues shall be fixed annually by the Chapter Board of Directors.

Section 2. Any member who is retired (as defined in Article III) may have the option of paying regular Chapter dues, or instead, paying only for those functions which that Chapter member attends.

Section 3. 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 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. Any member dropped for non-payment shall be reinstated upon payment of all back dues or charges, provided the lapsed member meets the eligibility requirements for Chapter membership. The Chapter Board of Directors may waive the payment of any back dues or charges or any portion thereof for reasons it may consider sufficient.

Section 4. The fiscal year of the Chapter shall be the calendar year.

ARTICLE V- BOARD OF DIRECTORS

Section 1. The governing body of this Chapter shall be the Board of Directors, which shall consist of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the Assembly Delegate, the Immediate Past President and three Directors-at-Large.

Section 2. Directors-at-Large shall be elected to serve three-year terms with the term of one Director-at- Large to expire at the annual meeting each year. The Assembly Delegate or Delegates shall be elected to serve terms as provided by the Society. The President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President shall serve terms of one year.

Section 3. The Board of Directors shall meet monthly at such times and places it shall determine. Special meetings of the Board of Directors may be called by the President or any three members of the Board.

Section 4. Those members of the Board present in person or by teleconference, shall constitute a quorum (50% plus one for the transaction of routine business); provided, however, that a two-thirds vote of the total Board shall be required to:

(1) remove or replace any Officer, Director-at-Large, or Assembly Delegate; (2) propose any amendment to these Bylaws; or (3) do anything else specified in these Bylaws as requiring a two-thirds vote; and, provided further, that a majority votes of the total Board shall be required to: (1) approve membership applications; (2) change the Chapter dues structure; or

(3) anything else specified in these Bylaws as requiring a majority vote.

Section 5. Any member of the Board of Directors who is absent from more than three meetings of the Board during the same calendar year may be removed from office by the Board, after due notice, and replaced in accordance with these Bylaws.

Section 6. With the exception of President-Elect to President, there shall be no implied succession of officers. The President-Elect will be included on the ballot as a means of affirming his/her succession.

ARTICLE VI - OFFICERS

Section 1. The officers of this Chapter shall be a President, a President-Elect, a Vice President, a Secretary and a Treasurer, each of whom shall be elected as provided in these Bylaws. Each shall hold office for one year, beginning at the annual meeting to be held in January each year. To be eligible to serve as President, President-Elect or Vice President an individual must have served on the Chapter's Board of Directors.

Section 2. The President shall be the chief executive officer of the Chapter. The president shall preside over all meetings of the Chapter and Board of Directors; shall nominate members of all committees, subject to approval of the Board of Directors, shall be ex officio member of all committees except the Nominating Committee; and shall perform such other duties as are usually incidental to the office.

Section 3. The President-Elect shall, in the absence of the President, perform the duties of that office; shall serve as the second Assembly Delegate for the Chapter; shall succeed to the office of President in the event of the death, resignation, removal or expulsion of the President; shall coordinate and schedule monthly Chapter programming and speakers; and shall perform such other duties as are usually incidental to the office.

Section 4. The Vice President shall preside at Chapter Board meetings if both the President and President-Elect are absent; and shall perform such other duties as are usually incidental to the office.

Section 5. The Secretary shall keep all records of all meetings of the Chapter and of the Board; issue notice of all meetings; maintain the membership roll; be the custodian of important Chapter documents; and perform such other functions as are usually incidental to the office.

Section 6. The Treasurer shall provide safekeeping and maintain a record of all moneys of the Chapter; collect payments and disburse Chapter funds; report on the Chapter's financial condition at each meeting of the Board of Directors; and perform such other duties as are usually incidental to the office.

Section 7. In addition, there shall be an Assembly Delegate elected in compliance with, and

to perform such functions as specified in the Bylaws of the Public Relations Society of America. If the Chapter shall be entitled to more than one Assembly Delegate, the President-Elect shall serve as the second Delegate. If the Chapter shall become entitled to an additional Assembly Delegate during the Chapter fiscal year, that delegate may be appointed by the Board of Directors. The Chapter's reimbursement for Assembly Delegate(s) expenses to represent the Chapter at the National Assembly shall be determined by the Board but shall not exceed round-trip airfare (coach) and two nights lodging plus meals and incidental expenses. Should an Assembly Delegate not be able to attend the National Assembly, the Chapter Board will appoint an alternate(s) in accordance with National By-Laws.

Section 8. Any officer, Director-at-Large or Assembly Delegate may be removed from office by a vote of two-thirds of the total membership of the Board of Directors or by a majority vote of the members present at a Chapter meeting called for that purpose, provided there is a quorum (50% plus one) present.

Removal grounds may include:

- a. Excessive failure to attend Board meetings;
- b. Censure or suspension for violation of the PRSA Code of Ethics, policies and procedures, or
- c. Engaging in conduct that is detrimental to the best interests of the Society.

Section 9. No officer, Director-at-Large or Assembly Delegate shall receive any salary or compensation for the performance of official duties, except that they may, at the discretion of the Board of Directors be reimbursed for actual expenses incurred in the performance of those duties. No officer, Director-At- Large or Assembly Delegate can hold a paid position with the Chapter.

Section 10. The Immediate Past President shall serve as the Chairman of the Nominating Committee and as the Board Liaison to the Past President's Council.

Section 11. Should any member of the Board be removed or issue resignation during the course of his or her term, the President shall issue a Call For Nominations soliciting interest from the Chapter membership for candidates within five days of the official removal or resignation. The nomination period shall remain open for a period of 30 days. The replacement shall be appointed by the Board of Directors with consideration of nominations received.

ARTICLE VII - ELECTIONS

Section 1. The President, with the approval of the Board, shall appoint a Nominating Committee of five Accredited members (including the Immediate Past President who chairs

the Nominating Committee). A call for nominations shall be extended to the Chapter membership by June 1. Any member wishing to be considered for nomination to the board shall submit a letter to the nominating committee chair requesting consideration for nomination. Additional information may be requested by the nominating committee. All nominations must be received no later than July 1.

Section 2. The Committee shall meet as soon as possible after July 1 and name a qualified nominee for each office, a qualified nominee for Director-at-Large for a three-year term to begin at the annual meeting and a qualified nominee for Assembly Delegate if one is to be elected. The Committee shall certify that each nominee has agreed to serve if elected. The Nominating Committee's slate of officers will be announced at the regular July Chapter meeting.

Section 3. Nominations other than those of the Nominating Committee may be made in writing and accompanied by a petition signed by at least 5 Chapter members in good standing, provided the nomination is received by the Secretary on or before August 1 and provided that the nominee is qualified and has agreed to serve if elected.

Section 4. Not less than 30 days prior to the regular September meeting of the Chapter, the Secretary shall distribute to each member in good standing a ballot on which shall be listed each person nominated in compliance with Section 1 and 3 of this Article, with opportunity for write-in candidates. Distribution of ballots may be made by e-mail or other channel as deemed appropriate by the Board. All votes submitted by members should be sent or returned to a Chief Teller appointed by the President. Included with the ballot shall be brief biographical information on each candidate.

Section 5. The Chief Teller and such Tellers as may be appointed by the President shall be members in good standing of the Chapter.

Section 6. The Chief Teller shall receive ballots by any appropriate means as determined by the Board, at any time prior to the September Chapter meeting. At the September Chapter meeting, after the President has declared the balloting closed, the Chief Teller shall report the results to the membership. For each position to be filled, the candidate receiving the greatest number of votes shall be declared elected.

ARTICLE VIII - COMMITTEES

Section 1. The standing committees of the Chapter shall be the Committees on Nominations, Membership, Communications, Accreditation, Professional Development, Program, PRSSA, Awards and Hospitality. Each committee shall be appointed a Board liaison.

Section 2. Additional committees may be appointed as deemed necessary by the Board of Directors.

ARTICLE IX - MEETINGS

Section 1. There shall be an annual meeting of the membership of the Chapter, held at a time and place designated by the Board of Directors, but prior to the annual meeting of the Assembly of the Public Relations Society of America. Members shall receive at least 30 days' notice of the annual meeting.

Section 2. Monthly meetings of the Chapter shall be held at least 10 times a year. The Board shall designate a regular meeting time and place, and notice of meetings shall be communicated to the membership at least five days prior to the meeting.

Section 3. Special meetings may be called by the President, by a majority vote of the total number of members of the Board of Directors or by petition of 25 percent of the members of the Chapter. Members shall be notified at least 10 days in advance of the time, place and purpose of a special meeting.

Section 4. A majority of the Chapter members in good standing shall constitute a quorum for the transaction of business at any regular or special meeting of the Chapter or any adjournment thereof. On matters recommended by a majority vote of the total number of members of the Board of Directors, action may be taken by the Chapter by a majority of votes returned in a letter, email or other appropriate means which shall have been sent to the entire membership in good standing, provided that the number of votes returned is at least equivalent to a quorum as defined herein.

ARTICLE X - AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by a two-thirds vote of the total number of members of the Board of Directors or by a petition signed by any 15 Chapter members in good standing.

Section 2. Amendments proposed under Section 1 of this Article may be approved by a two-thirds vote of the members present at a Chapter meeting, provided a quorum of the membership is present and notice has been given at least 30 days in advance that a proposal would be made to amend the Bylaws; or by a vote of two-thirds of the members voting on a letter, email or other appropriate means if the amendment was recommended by two-thirds of the total number of the Board of Directors, provided that the total number of votes received within 30 days is at least equal to a quorum of the membership as provided in Section 4 of Article IX.

Section 3. No amendment to these Bylaws will be effective until it is approved by the Board of Directors of the Public Relations Society of America.

ARTICLE XI - PROCEDURES

Except as otherwise provided herein, Robert's Rules of Order shall be used as the guide for parliamentary procedure and shall govern in any question of such procedure.

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