



PRSA Alaska Chapter Bylaws 2011

ARTICLE I - GENERAL

Section 1. Name. The name of this non-profit professional organization is the Alaska Chapter of the Public Relations Society of America, hereinafter called the "Chapter." The Chapter functions as a regional division of the Public Relations Society of America, Inc., hereinafter called the "Society" or "PRSA."

Section 2. Territory and Location. The Chapter will operate the 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 territory limits approved by the Society for this Chapter are the State of Alaska.

Section 3. Objectives. In accordance with the purposes of the Public Relations Society of America 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. Restrictions. All policies and activities of the Chapter shall be consistent with:

- Applicable federal, state and local antitrust, trace 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 insure to the benefit of any private individual.

ARTICLE II - MEMBERSHIP

Section 1. Membership Eligibility. Membership in the Chapter is limited to individuals 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. Any person admitted to membership in the Society may become a member of the Chapter, if eligible (in accordance with the policies of the Society), upon payment of Chapter dues.

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 do not mitigate such member's financial obligations to the Chapter. Subject to the Bylaws of the Society, the right to serve as a professional advisor to a PRSSA chapter shall be limited to Members who are Accredited.

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. Any member whose Chapter dues are unpaid for three 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 6. Termination of Chapter Membership. 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. Any member who does not pay Chapter dues in a timely manner shall be dropped from the Chapter membership roll but may still remain a member of the Society (in accordance with the Bylaws of the Society).

Section 7. Membership Meetings.

- a. Annual Meeting. There shall be an annual membership meeting of the Chapter in the final quarter of each year at such time and place as may be designated by the board of Directors.
- b. Regular Meeting. In addition to the annual meeting, there shall be regular monthly membership meetings at least ten (10) times each year at such times and places as may be designated by the board.
- c. Special Meetings. Special meetings of the Chapter may be called by the president, the board or on written request by twenty-five (25) percent of the Chapter members.
- d. Notice of Meeting. Notice of the annual meeting and any other meeting where voting will take place shall be sent by mail, electronic mail or other mode of written transmittal at least thirty (30) days prior to the meeting, along with a ballot for voting if an election is being held in conjunction with the meeting. Notice of a regular meeting or special meeting shall be given to each member at least 10 days in advance.
- e. Quorum. A quorum for membership voting is the majority of the voting Chapter members present in person at any meeting of the chapter. Elections shall be decided by a majority vote of the members voting in the election.

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 at least 13 members. The Board shall be comprised of the president, president-elect, secretary, treasurer, immediate past president, ethics officer, PRSA Leadership Assembly delegate(s), and seven directors-at-large. Directors and officers shall be members in good standing with the Chapter and the Society. Directors and officers 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 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 president, president-elect, secretary, and treasurer. The officers shall be elected by the Chapter membership at its Annual Meeting for a term of one year beginning the following January 1 and until their successors are elected and installed. No officer having held the same office for two successive terms shall be eligible to succeed him/herself in that office.

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 ex-officio member of all committees, unless otherwise provided by the board.. He/she shall perform all other duties incident to the office.

Section 5. President-Elect. The president-elect shall, in the absence or disability of the president, exercise the powers and perform the duties of the President. He/she shall also generally assist the president and perform such other duties as shall be prescribed by the Board of Directors.

Section 6. Secretary. The secretary shall 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.

Section 7. Treasurer. The Treasurer shall receive and deposit all Chapter funds in the name of the Chapter into a bank or trust company selected and approved by the board. He/she shall issue receipts and make authorized disbursements by check after proper approval by the president or the board. He/she shall prepare the Chapter's budget, make regular financial reports to the board, render an annual financial statement to the Chapter membership at its first meeting of each fiscal year and perform all other duties incident to the office.

Section 8. Leadership Assembly Delegate. The PRSA Leadership 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 Chapter president and/or president-elect or his/her designee shall serve as a PRSA Leadership Assembly delegate. Each additional delegate shall be elected by the Chapter membership for a three-year term beginning Jan. 1 and ending when his/her successor is elected/appointed 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. Directors-at-Large. Directors-at-Large shall be elected every year by the Chapter Membership at its Annual Meeting to serve a term of two years beginning the following Jan. 1 and until their successors are elected and installed. Four directors shall be elected in even-numbered years and three directors in odd-numbered years.

Section 10 PRSSA ex-officio member. A PRSSA representative from Alaska Chapters(s) is to serve as an ex officio member without vote if the Alaska PRSSA Chapter(s) is in good standing with PRSSA.

Section 11. Vacancies. In the event of death, resignation, removal or expulsion of any officer, director, including PRSA Leadership Assembly Delegate, or in the event a Director-at-Large is elected to an officer position before completing his/her full term, the Board of Directors 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 10 above.
- b. 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.
- 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 four regular meetings of the Board of Directors at such times and places as it may determine. It shall meet at the call of the President or upon call of any three members of the Board of Directors. Notice of each meeting of the Board shall be given personally by mail, electronic mail or other mode of written transmittal to each board member at least seven days prior to the meeting. Proxy voting is prohibited at board meetings.

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, the Board may authorize reimbursement or stipends for Board members for expenses incurred in connection with the performance of their duties.

ARTICLE IV - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. There shall be a Nominating Committee of no less than three members (at least one of whom is accredited) appointed by the President at least sixty (60) days prior to the Annual Meeting of the Chapter.

Section 2. Nominations. The Nominating Committee shall name a qualified nominee for each officer and for each PRSA Leadership Assembly Delegate and director whose term is expiring. It shall ensure that each nominee has been contacted and agrees to serve if elected. Additional nominations, if any, shall be accepted from members at the Annual Meeting provided the nominee(s) has been contacted and agrees to serve if elected.

Section 3. Notice to Membership. At least 30 days prior to the Annual Meeting of the Chapter, the Secretary shall send all chapter members a ballot that includes a list of nominees prepared by the Nominating Committee, any proposed Bylaws changes and any other business to be voted upon by the membership.

Section 4. Elections. Officers, Directors and PRSA Leadership Assembly Delegates shall be elected at the Annual Meeting. Voting on proposed Bylaws changes and any other business before the membership for balloting shall be done at the Annual Meeting. Winners shall be those garnering the most votes of the voting members. Voting may be done by mail, electronically, or in-person at the Annual Meeting. Members who have not yet voted shall be issued a ballot for in-person voting at the meeting. The Secretary shall count the ballots, and election results shall be announced prior to the close of the Annual Meeting. If the Secretary is on the ballot, then the Ethics Officer shall count the ballots.

ARTICLE V - COMMITTEES

Section 1. Appointment and Dissolution of Committees. In addition to the Nominating Committee, 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.

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

Proposed Bylaws changes must be submitted to, and approved by, the Chapter board prior to being placed on the ballot. These Bylaws may be amended by a two-thirds vote of the members present at any meeting in which a quorum is present, provided at least thirty (30) days' notice has been given to all members of the meeting where the election takes place, and provided a ballot for voting was sent by mail, electronic mail or other mode of written transmittal with the notice, along with a summary of any proposed Bylaws changes. 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. 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 must be transferred from the Chapter's bank account to the Society, as such assets are at all times the property of the Society. 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, sex, age, color, national origin or sexual or affectional preference.

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

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