

Rationale
Proposed 2023 Amendments
to the Bylaws of the Alaska Chapter
of the Public Relations Society of America

Following are proposed amendments that make substantive changes to the Alaska Chapter’s 2011 bylaws. Changes are indicated in **bold**.

Note: All other proposed revisions not listed here are housekeeping changes to correct spelling, grammar and typos; standardize style, formatting, capitalization and punctuation; and incorporate neutral, inclusive language. The Chapter uses the AP Stylebook as a writing and editing guide.

Article/Section	Current Language	Proposed Amendment	Rationale/Explanation
Article I Sec 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 name of this not-for-profit non-charitable professional organization is the Alaska Chapter of the Public Relations Society of America, hereinafter called the “Chapter.”	Mirrors Society's bylaws.
Article II Sec 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.	Delete	Redundant. Repeats Section 1 requirements to pay Chapter dues and be in good standing with PRSA.
Article II Sec 3 Rights and Privileges of Membership	Membership carries with it a definitive obligation to pay all applicable dues, fees and other charges (collectively referred	Membership carries with it an obligation to pay all applicable financial obligations as provided in these bylaws and as	Simplifies language regarding financial obligations. Criteria for PRSSA professional deleted

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	<p>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. 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.</p>	<p>determined by the board. A member's financial obligations to the Chapter are separate from those owed the Society.</p>	<p>because it is not required by the Society or PRSSA.</p>
<p>Article II Sec 4 Resignation and Termination</p>	<p>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.</p>	<p>a. Membership and its associated privileges will be automatically terminated without action by the board for failure to pay applicable dues as set forth in the Chapter’s policies and procedures, 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.</p>	<p>Relocates "associated privileges" from Section 6 (see below). Deletes "for more than three months" giving the board flexibility to determine in its policies and procedures the length of time a member is allowed to be in arrears.</p>
<p>Article II Sec 4 Resignation and Termination</p>	<p>New sub section</p>	<p>d. Any member dropped from the Chapter membership roll for non-payment of dues may remain a member of PRSA (in accordance with the Society's bylaws.)</p>	<p>Relocates language from Section 6 (see below).</p>
<p>Article II Sec 5 Dues</p>	<p>The amount of Chapter dues shall be fixed annually by the board. Any member whose Chapter dues are unpaid for</p>	<p>The amount of Chapter dues shall be fixed annually by the board. Any member whose Chapter dues are unpaid as set</p>	<p>Aligns with proposed revision to Article II Sec 4 (a) shown above.</p>

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	<p>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.</p>	<p>forth in the Chapter's policies and procedures 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.</p>	
<p>Article II Sec 6 Termination of Chapter Membership</p>	<p>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).</p>	<p>Delete</p>	<p>Relocated to Section 4 (a) and (d), see above.</p>
<p>Article II Sec 7 Membership Meetings</p>	<p>b. Regular Meetings. 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.</p>	<p>Deleted monthly.</p>	<p>Allows for more scheduling flexibility. Sometimes the Chapter meets more than once a month and sometimes we skip a month. Our goal is 10 meetings or events per year.</p>
<p>Article II Sec 7 Membership Meetings</p>	<p>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</p>	<p>e. Quorum. A quorum for membership voting at any meeting is the majority of the voting Chapter members present including in person and those attending remotely. Elections shall be decided by a majority</p>	<p>Allows for greater participation; some meetings are electronic only.</p>

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	majority vote of the members voting in the election.	vote of the members voting in the election.	
Article III Sec 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.	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, ethics officer, immediate past president, seven directors-at-large and the PRSA Leadership Assembly delegate(s).	Relocated information regarding officer and director terms to new section. See Article II Sec 4. Term
Article III Sec 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	The officers of the Chapter shall be president, president-elect, secretary, treasurer, ethics officer and immediate past president.	Added ethics officer and immediate past president as officers to reflect current Chapter practice and Society bylaws. Deleted when officers are elected because it is stated in Article IV. Moved term

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	<p>their successors are elected and installed. No officer having held the same office for two successive terms shall be eligible to succeed himself or herself in that office.</p>		<p>information to new section, Article III Section 4. See below.</p>
Article III Sec 4 Term	New section	<p>The positions of president-elect, secretary, treasurer and ethics officer shall be elected annually by the membership. Their term shall commence on January 1 and continue until their successors have been duly elected and installed. The president-elect shall assume the role of president after serving a one-year term as president-elect or in the event the president position becomes vacant for any reason. After their term as president, they shall serve a one-year term as immediate past president. No officer having held the same office for two successive terms shall be eligible to succeed themselves in that office.</p>	<p>Consolidates information from several sections regarding election of officers and their term lengths. Clarifies president and immediate past president positions do not require a vote. These seats are automatically filled by the president-elect and president, respectively.</p>
Article III Sec 9 Ethics Officer	New section	<p>The ethics officer shall provide consultation and advice to the board and Chapter members concerning ethical practice and behavior based on the PRSA code of ethics and in consultation with the PRSA Board of Ethics and Professional</p>	<p>Describes duties and responsibilities of ethics officer and establishes who may serve.</p>

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		Standards (BEPS). The ethics officer shall be responsible for the Chapter's ethics educational activities. The ethics officer shall be a member in good standing and hold the Accreditation in Public Relations (APR) credential or be a current or former member of the Chapter's board.	
Article III Sec 10 Immediate Past President	New section	The immediate past president shall provide, upon request, advice and leadership to the board regarding past practices and other matters to assist the board in governing the Society. The immediate past president shall also support the president and president-elect on an as-needed basis, assist in mentoring new board members and perform such other duties as may be assigned by the board or the president.	Adds duties and responsibilities of the immediate past president.
Article III Sec 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.	Delete	Not a requirement from the Society or PRSSA.
Article III Sec 11 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		Deleted how many directors are elected each year. If a director is elected to an officer position with one year remaining in their term, the Chapter elects someone to

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	<p>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.</p>		<p>fill the remainder of the term. Therefore, it is possible for more than four director positions to be on the ballot at one time..</p>
<p>Article III Sec 12 PRSA Leadership Assembly Delegate</p>	<p>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.</p>	<p>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. Delegates shall be elected by the Chapter membership for a one-year term beginning January 1 and ending when their successor is elected and installed. Delegates may serve up to three consecutive terms and may serve again as a delegate after an absence of one year. To be eligible to serve as a PRSA Leadership Assembly delegate, a member must hold the Accreditation in Public Relations (APR) credential or be a current or former member of the Chapter's board. If a delegate is unable to attend the PRSA Leadership Assembly in person, the president may appoint an alternate who meets the criteria for service.</p>	<p>Changes who may serve as a delegate(s) and stipulates that they will be elected, not appointed. Changes term length to align with Society bylaws. Allows president to appoint an alternate if a delegate is unable to attend Assembly.</p>

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Article III Sec 16 Quorum	A majority of the directors of the board in office shall constitute a quorum for all meetings of the board.	In order for the board to conduct business at any meeting, a quorum comprising the majority of the currently serving board members shall be required.	Clarifies what constitutes a quorum to include all officers, directors and delegates.
<u>Article IV Sec. 2. Nominations</u>	The nominating committee shall name a qualified nominee for each officer, director and PRSA Leadership Assembly delegate 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.	The nominating committee shall name notify the membership 45 days prior to the annual meeting of a qualified nominee for each officer, director and PRSA Leadership Assembly delegate whose term is expiring. It shall ensure that each nominee has been contacted and agrees to serve if elected. Members shall have 10 days to make additional nominations to the committee, provided the nominee(s) meets the requirements for service, has been contacted and agrees to serve. Any additional nominations must each include five signatures of support from members in good standing. 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.	Creates a more democratic nominating process. Ensures all (if any) nominees put forward by members are given a fair, equitable chance during the election. Provides members who voted electronically prior to the meeting an opportunity to vote on any write-ins or newly nominated candidates.
Article IV Sec. 3 Notice to Membership	At least 30 days prior to the annual meeting of the Chapter, the secretary shall send all	At least 30 days prior to the annual meeting of the Chapter, a ballot shall be sent to all	Allows more flexibility regarding who distributes the ballot in case the secretary is not available.

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	Chapter members a ballot that includes a list of nominees prepared by the nominating committee and any other business to be voted upon by the membership.	Chapter members that includes a list of nominees prepared by the nominating committee and any other business to be voted upon by the membership.	
Article IV Sec 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.	Officers, directors and PRSA Leadership Assembly delegates shall be elected at the annual meeting. Those elected shall be those garnering the most votes of the voting members. Voting may be conducted 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, the ethics officer shall count the ballots. If the secretary and ethics officer are both on the ballot, the president shall appoint another board member to count the votes.	Deleted requirement that bylaws amendments must be voted on at annual meeting because this conflicts with Article VI that states bylaws can be amended at any membership meeting. The board aims to follow Article VI because it allows the most flexibility in updating bylaws. Otherwise, bylaws may only be amended once a year. Added language that allows for an unbiased count of the votes. (Note: this situation happened at our election in 2022.)
Article V Sec 2 Executive Committee	New section	The president, president-elect, secretary, treasurer, ethics officer and the immediate past president shall constitute the executive committee, which shall be a committee of the board.	Having an executive committee allows senior leadership to respond more nimbly to issues that arise between board meetings. This has been in practice for some time.

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		The Executive Committee shall exercise delegated management authority of the board, and shall, subject to the direction and oversight of the board, have the right to exercise the powers and authority of the board in the intervals between board meetings.	
Article VII Sec. 2 Books and Records	The Chapter shall keep books and records of its financial accounts, meeting minutes and membership list with names and contact information. The Chapter will make its books and records available to the Society at any time.	The Chapter shall keep books and records of its financial accounts, meeting minutes and membership list with names and contact information. The Chapter will make its books and records available to the Society upon request.	Aligns with Society guidelines regarding records retention.
Article VII Sec. 3 Annual Report to the Society	The Chapter shall submit to the Society each year any documents or reports required by the Society.	Upon request, the Chapter shall submit to the Society any documents or reports required by the Society.	Aligns with Society guidelines regarding records retention.
Article VII Sec 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.	All members of the board of directors shall abide by PRSA's conflict-of-interest policy.	Aligns with Society bylaws.
Article VII Sec 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.	In all deliberations and procedures, the Chapter shall adhere to the PRSA nondiscrimination policy.	Aligns with Society bylaws.

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Article VII Sec 8 Remote Communications	New section	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 and/or see one another and otherwise fully participate in the meeting. Such participation constitutes presence in person at the meeting.	Aligns with Society bylaws and accommodates those with varying abilities.