



Bylaws of
the Alaska Chapter
of the Public Relations Society of America
Adopted October 26, 2023

ARTICLE I - GENERAL

Section 1. Name. 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." 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 operates and serves members within the territory of the state of Alaska, as approved by the Society.

Section 3. Objectives. In accordance with the purposes of PRSA 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, empower 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; and
- 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, trade regulation or other requirements; and
- 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 benefit any individual.

ARTICLE II - MEMBERSHIP

Section 1. Membership Eligibility. Membership in the Chapter is limited to individuals in good standing with the Society who have paid membership dues to the Chapter.

Section 2. Rights and Privileges of Membership. Membership carries with it an obligation to pay all applicable financial obligations as provided in these bylaws and as determined by the board. A member's financial obligations to the Chapter are separate from those owed the

Society.

Section 3. Resignation or Termination of Chapter Membership.

- a. Membership and its associated privileges will be automatically terminated without action by the board for failure to pay applicable dues 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 to the Chapter's board of directors.
- 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. 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.)

Section 4. Dues. The amount of Chapter dues shall be fixed annually by the board.

Section 5. 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 designated by the board of directors.
- b. Regular Meetings. There shall be regular membership meetings or events at least 10 times each year at such times and places 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 25% of the Chapter members.
- d. Notice of Meetings. Notice of the annual meeting and any other meeting where voting will take place shall be sent by mail, email or other mode of written transmittal at least 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 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 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 it may exercise all powers of the Chapter. The board is subject to the restrictions and obligations set forth in these bylaws and 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, ethics officer, immediate past president, seven directors-at-large and the PRSA Leadership Assembly delegate(s).

Section 3. Chapter Officers. The officers of the Chapter shall be president, president-elect, secretary, treasurer, ethics officer and immediate past president.

Section 4. Term. 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.

Section 5. 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 of the office assigned by the board.

Section 6. President-Elect. The president-elect shall, in the absence or inability of the president, exercise the powers and perform the duties of the president. The president-elect shall also generally assist the president and perform such other duties assigned by the board.

Section 7. 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 the membership roll and perform all other duties assigned to the office.

Section 8. Treasurer. The treasurer shall receive and deposit all Chapter funds in the name of the Chapter into a financial institution selected and approved by the board. The treasurer shall issue receipts and make authorized disbursements according to the Chapter's financial policies and procedures. The treasurer shall prepare the Chapter's budget, make regular financial reports to the board, render an annual financial statement to the board by its first meeting of each fiscal year and perform all other duties assigned to the office.

Section 9. Ethics Officer. 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 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.

Section 10. Immediate Past President. 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 Chapter. 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 assigned by the board or the president.

Section 11. Directors-at-Large. Directors-at-large shall be elected by the Chapter membership at its annual meeting to serve a two-year term beginning January 1 and ending when their successors are elected and installed. Directors shall not serve more than two consecutive terms but may again be eligible for election after one year off the board.

Section 12. PRSA 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. 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 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.

Section 13. Vacancies. In the event of death, resignation, removal or expulsion of any officer, director or PRSA Leadership Assembly delegate, or in the event a director-at-large is elected to an officer position before completing their 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 14. Removal or Resignation.

- a. Any director who misses more than three consecutive board meetings without an excuse acceptable to the board shall be given written notice of dismissal by the Chapter president and replaced in accordance with Section 13 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 for removal. 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 an officer automatically results in removal or resignation from the board.

Section 15. 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. Notice of each board meeting shall be given by mail, email 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 16. Quorum. 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.

Section 17. Compensation and Reimbursement. No director or elected officer of the Chapter shall be entitled to any salary or other compensation, but 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 60 days prior to the annual meeting of the Chapter.

Section 2. Nominations. The nominating committee shall 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.

Section 3. Notice to Membership. At least 30 days prior to the annual meeting of the Chapter, a ballot shall be sent to all Chapter members that includes a list of nominees prepared by the nominating committee 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. 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.

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.

Section 2. Executive Committee. 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. 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.

Section 3. 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 amendments must be submitted to and approved by the Chapter board prior to being placed on the ballot. 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 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, email 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 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.

Section 3. Annual Report to the Society. Upon request, the Chapter shall submit to the Society any documents or reports required by the Society.

Section 4. Conflict-of-Interest Policy. All officers and members of the board of directors shall abide by PRSA's conflict-of-interest policy.

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

Section 6. Nondiscrimination. In all deliberations and procedures, the Chapter shall adhere to the PRSA nondiscrimination policy.

Section 7. Fiscal Year. The fiscal year of the Chapter is 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 and/or see one another and otherwise fully participate in the meeting. Such participation constitutes presence in person at the meeting.

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