



Bylaws of the Tampa Bay Chapter of the Public Relations Society of America, Inc.

Article I — General

Section 1: Name

The name of this non-profit professional organization shall be the Tampa Bay Chapter of the Public Relations Society of America, Inc.

Section 2: Objectives In accordance with the objectives of PRSA, the objective of this Chapter shall be:

- Lifelong learning
- Vibrant, diverse and welcoming professional community
- Recognition of capabilities and accomplishments and
- Thought leadership, ethics and professional excellence.

The Chapter subscribes to a policy of non-discrimination on the basis of race, creed, and religion, disability, age, color, or national origin, or sexual or affectional preference. (The term affectional preference has been defined as a preference for one's own sex that is not sexual in expression.)

Article II — Membership

Section 1: Eligibility

To be eligible for membership in the Chapter a person must be a member in good standing of the Society. Any such Member of the Society is eligible for membership in the Chapter.

Section 2: Admission to Membership

Admission to membership in the Society shall be governed by the pertinent provisions of the Bylaws of the Society. Any persons admitted to membership in the Society shall become a Member of the Chapter, if eligible, upon payment of Chapter dues. (See Article III, Section 2 PRSA Bylaws.)

Section 3: Termination of Chapter Membership

Any member who for any reasons ceases to be a Member of the Society or is dropped from the Society's roll for nonpayment of dues shall cease to be a Member of the Chapter and shall be dropped from the Chapter roll.

Section 4: Rights and Privileges of Membership

The rights and privileges of general Chapter membership shall include, but not be limited to: holding a Chapter Leadership position including service as an Officer or Board member, voting at the Chapter's annual meeting, and receiving access to the Chapter's online Membership Directory.

Article III — Dues

Section 1: Amount

The amount of Chapter dues shall be fixed annually by the Chapter's Board of Directors and shall be payable in accordance with Chapter fiscal policies.

Section 2: Nonpayment of Dues

Any Member whose Chapter dues are unpaid for three months following his/her payment of dues to the Society shall be considered not in good standing, and shall not be entitled to vote, hold office or enjoy any other right or privilege of Chapter membership, provided such Member shall have been duly notified. Such Members will be dropped from the Chapter roll. (See Article III, Section 10 PRSA Bylaws.)

Section 3: Fiscal Year

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

Article IV — Board of Directors

Section 1: Composition

The governing body of the Chapter shall be a Board of Directors consisting of the President, the President-Elect, Secretary, Treasurer, the immediate past-President, the Assembly Delegate(s) in a number as provided for by PRSA Bylaws based on Chapter membership, and a minimum of three (3) Directors. All past chapter presidents who are members in good standing of the chapter, will automatically be elected to the status of emeritus board member, and as such will be allowed and encouraged to actively participate in all chapter board meetings. This position will not carry voting privileges.

Section 2: Assembly Delegates

The Assembly Delegate(s) shall be Accredited and serve as the Chapter's representative(s) at the meeting of the PRSA Assembly, and shall be elected by the Chapter membership for a three (3) year term in accordance with the provisions of the Society's Bylaws. To be eligible for service as an Assembly Delegate, a Member must have served a minimum of one (1) year as a Chapter Officer or Board Member. No Chapter delegate having served a full three (3) year term may be elected to a succeeding full term. The Chapter President will annually designate an alternate Chapter delegate for each elected Chapter delegate, in accordance with the Society's Bylaws.

Section 3: Directors

Directors shall be elected each year by the Chapter membership at the Chapter's annual meeting to fill vacancies. Elected Directors shall serve a three (3) year term beginning January 1 following their election and until his/her successor is elected and takes office.

Section 4: Vacancies

In the event of death, resignation, removal or expulsion of any Chapter Officer, Director, or Assembly Delegate, the Board of Directors shall elect a successor who shall take office and immediately serve until the next annual election.

Section 5: Removal

Any Director who misses more than three (3) 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 4 above.

Section 6: Board Meetings

There shall be at least six meetings each year of the Chapter's Board of Directors at such times and places as it may determine. The Board shall meet at the call of the President or upon call of any three (3) Board Members. Notice of each Board meeting shall be given to each Director personally or by mail/email at least seven (7) days in advance.

Section 7: Quorum

A simple majority of the Board of Directors shall constitute a quorum for all meetings of the Board.

Article V — Officers

Section 1: Chapter Officers

The Officers of the Chapter shall be a President, a President-Elect, a Secretary, and a Treasurer. The Officers shall be elected by the Chapter membership at its annual meeting for a term of one (1) year, and until their successors are elected and take office. A maximum of two (2) consecutive terms in the same office will be allowed. Members may not hold a chapter officer and board seat simultaneously.

Section 2: President

The President shall preside at all meetings of the Chapter and its Board of Directors. He/She shall appoint all Committee Chairs with the approval of the Board and shall be an ex-officio member of all committees except the Nominating Committee. He/She shall perform all other duties pertaining to the office.

Section 3: President-Elect

The President-Elect shall, in the absence of or disability of the President, exercise the powers and perform the duties of the President. Election as President-Elect requires that the person must have served at least one (1) year in another position on the Board of Directors. He/She shall also serve as the Chapter's Parliamentarian, assist the President and perform such other duties as assigned by the Board of Directors. In the event a President-Elect dies, resigns or otherwise leaves Chapter membership during his/her term, the following procedure will be followed. If this event occurs before the year's annual meeting, the standing Nominating Committee will additionally submit nominees of the office of President for election at the annual meeting. If this event occurs after the annual meeting but before January 1, the President-Elect for the following year will instead serve as Chapter President; an alternate President-Elect will be named by the Board of Directors with input from the standing Nominating Committee.

Section 4: Secretary

The Secretary shall keep records of all meetings of the Board of Directors, send copies of such minutes to Society Headquarters, handle assigned Board correspondence and maintain Board correspondence files, and perform all other duties customarily pertaining to the office.

Section 5: Treasurer

The Treasurer shall receive and deposit all Chapter funds in the name of the Chapter in a federally-insured financial institution. He/She shall issue receipts and make authorized disbursements after proper Board approval in accordance with Chapter fiscal policies, prepare the Chapter's budget, make regular financial reports to the Board, render an annual financial statement to Chapter members through the Chapter website or another medium, handle new

Member billings as directed by the Membership Committee chairperson, and perform all other duties pertaining to the office.

Section 6: Compensation and Reimbursement

No elected member of the Board of Directory shall be entitled to any salary or other time compensation. The Board of Directors may reimburse elected Officers, Board Members, Assembly Delegates or their Alternates, or Members working on behalf of the Chapter, for any pre-approved expense incurred in connection with the performance of Chapter-related duties.

Article VI — Meetings and Elections

Section 1: Membership Meetings

Notice of the annual meeting shall be given to each member personally by mail, electronic mail or any other electronic means at least 30 days prior to the meeting. Notice of a regular meeting or special meeting shall be given to each member at least 10 days in advance.

Voting at any membership meeting may be done in person or by proxy, with each voting member having a single vote. A majority of the votes cast by members in person or by proxy carries an action. Members may vote without a meeting in elections, or on any matter presented by the board where a majority of the members' votes are submitted in writing by postal or other delivery, facsimile, electronic mail or any other electronic means.

Section 2: Nominating Committee

There shall be a Nominating Committee chair who is Accredited , appointed by the President with approval of the Board of Directors, at least 120 days prior to the Chapter's annual meeting. No Member of the Board of Directors except the immediate past-President may serve on the Nominating Committee, and that individual will serve ex-officio and have no vote.

The role of the Nominating Committee shall be to coordinate and facilitate annual elections. The Committee's responsibilities shall include:

- Compiling a list of offices to be filled through the annual election, to include President-Elect, Secretary, Treasurer, and as many Board Members and Assembly Delegates as

needed to fill expiring three (3) year terms or replace those whose terms would not be expired except for the fact they left office during the year on a voluntary or involuntary basis.

- Distributing at least 90 days in advance of the annual meeting a list of these open positions and a brief explanation of each position's duties to all Chapter Members, soliciting self- or peer nominations to be accompanied by a brief statement as to the nominee's qualifications for interests in the given office.
- Contacting all nominees to confirm they would serve if elected.
- Compiling a slate of nominees to include no fewer than one and no more than three candidates for each open position for distribution to members at least 30 days prior to the annual meeting, advising members on the procedure for submitting a ballot..
- Conducting a second ballot for the contested position(s), in the event of a tie vote.
- Reporting election results to Chapter Members at or before the annual meeting.

Section 3: Elections

Election shall be by majority of the votes cast of the Members in good standing who are present or represented by proxy ballot . Balloting contested elections shall be by secret ballot.

Article VII — Committees

Section 1: Standing Committees

The Chapter shall maintain standing committees as follows: Nominating; Programs; Membership; Professional Development; Accreditation; Publicity, Student Chapter Liaison; Scholarship; Newsletter; Sponsorship; and Website/Jobsite. The Chairperson of the Student Chapter Liaison and the Accreditation committee must be Accredited. At least one member of the Nominating committee must be Accredited.

Section 2: Special Committees

The Chapter President with Board approval may also establish other committees as needed or required by Society By-laws including Diversity, Awards, Public Service, Long-Range Planning, and Bylaws.

Section 3: Committee Reports

The Chairperson of each committee shall report its activities regularly or as required to the Chapter Board. All committee activities shall be subject to approval by the Board of Directors.

Article VIII — Chapter Meetings

Section 1: Annual Meetings

There shall be an annual meeting in the Fall of each year at such a time and place as may be designated by the Chapter's Board.

Section 2: Regular Meetings

In addition to the annual meeting there shall be regular membership meetings at least eight (8) additional times a year, at such times and places as may be designated by the Chapter's Program Committee Chairperson and accepted by the Board.

Section 3: Special Meetings

Special meetings of the Chapter membership may be called by the President, Board of Directors or on written request by 30 percent of the Chapter Members.

Section 4: Notice of Meetings

Notice of the annual meeting shall be distributed to each Member at least 30 days in advance. Notice of a regular meeting or special meeting shall be sent to each Member at least 10 days in advance.

Section 5: Parliamentary Procedure

Except as otherwise provided for in these Bylaws, Robert's Rule of Order shall be used for parliamentary procedure at all Chapter and Board Member meetings.

Article IX — Amendments

These Bylaws may be amended by a majority of the votes cast of the Members in good standing who are present or represented by proxy ballot, provided proposed amendments have been approved by the Board of Directors and provided to all members at least 30 days prior to that meeting. Amendments adopted in accordance with this provision are effective only after their approval by the Society's National Board of Directors.