

**Bylaws of the
Phoenix Chapter of the
PUBLIC RELATIONS SOCIETY OF AMERICA, INC.**

ARTICLE I – GENERAL

Section 1. Name. The name of this organization is Public Relations Society of America, Inc. Phoenix Chapter, or PRSA Phoenix, 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 and 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, hereinafter called the “Board” or “Directors.” The territorial limits approved by the Society for this Chapter are Northern Arizona, along with Phoenix and its greater metropolitan area, otherwise known as the “Valley of the Sun.”

Section 3. Objectives. In accordance with the purposes of the Society 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.

Section 4. Purposes and Limitations. The Chapter, its elected Board of Directors, Officers and members shall support and adhere to the bylaws, purposes, code of ethics, and all applicable policies and procedures established by the Society.

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 annual 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.

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 payment by a member to the Society does not mitigate such member’s financial obligations to the Chapter.

Section 4. Dues. The amount of Chapter dues shall be fixed annually by the Board and shall be payable annually.

Section 5. Termination of Membership.

- (a) Membership is automatically terminated without action by the Board for failure to pay applicable dues within three months of the expiration date, failure to meet the eligibility requirements for membership, or when membership to the Society has been terminated for any reason.
- (b) Termination does not relieve a member from liability for any financial obligations accrued and unpaid as of the date of the termination.

Section 6. Reinstatement of Membership. Once a member has been reinstated as a national PRSA member, they may pay Chapter dues and be reinstated to the Chapter.

Section 7. Membership Meetings.

- (a) There shall be an annual membership meeting each year, held at such date, time and place as designated by the Board.
- (b) In addition to the Annual Meeting, there shall be regular membership meetings at least four times a year at such times and places as may be designated by the Board.
- (c) Special meetings of the Chapter may be called by the president, the Board or on written request by 25 percent of the Chapter members.
- (d) Notice of annual, regular or special membership meetings shall be communicated to members by electronic or postal mail to the contact information provided in the member’s Society record, or by posting on the Chapter’s website, at least 30 days prior to the meeting.
- (e) Members may vote without a meeting in elections or on any matter presented by the Board, where votes are submitted in writing by postal or other delivery, including facsimile, electronic mail or any other electronic means, provided at least 30 days’ notice has been given to all members of any proposed action(s). A majority of the total members who respond to an electronic call for votes where a quorum is present carries an action.
- (f) A quorum for membership voting requires that more than 20 percent of the entire membership is either present at a meeting or responds to an electronic call for votes.
- (g) Members may cast votes at annual, regular or special meetings in person, by telephone, or by any other means of electronic communication. Proxy voting is prohibited at membership meetings.

ARTICLE III - OFFICERS AND BOARD OF DIRECTORS

Section 1. Scope. The affairs of the Chapter are managed by its elected 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 and Eligibility. The governing body of the Chapter shall be a fifteen (15) person Board of Directors consisting of the President, President-Elect, Secretary, Treasurer, Immediate Past President, Vice President of Communications and nine Directors-at-Large, one of which shall be appointed by the Chapter President as Western District Representative and will be a non-voting member of the Chapter Board. Directors and Officers shall be members in good standing with the Chapter and the Society at the time of his or her election and throughout his or her Board service. Directors shall be elected by the Chapter membership no later than December 31 of each year for a term of three years, beginning January 1 and ending when their successors are elected and installed. Election of the Directors shall be arranged so that no less than four Directors are elected each year for a three-year term.

No member shall be eligible to serve on the Board for more than two consecutive full terms, unless fulfilling multi-year commitment duties as Immediate Past President, President or President-Elect, or as recommended by the Chapter's Board Nominating Committee. Non-voting Ex-Officio members of the Board will be Chapter members that serve on the Society's Board of Directors, the District Chair, Chapter Assembly Delegate(s) and alternate Chapter Assembly Delegate(s), and current presidents and faculty advisors of PRSSA Chapters sponsored by this Chapter. Voting Directors are ineligible to serve as a Society or District officer, Section chair, or as an officer of the College of Fellows, Board of Ethics and Professional Standards or the Universal Accreditation Board. In accordance with the Chapter's ethical standards and conflict of interest policy, Directors may serve on ad hoc committees or task forces, but must abstain from any related Chapter Board voting.

Section 3. Chapter Officers. The Officers of the Chapter shall be a President, President-Elect, Secretary, Treasurer and Vice President of Communications. The Officers shall be elected by the Board no later than December 31 for a term of one year, beginning January 1 and ending when their successors are elected and installed. No Officer having held an office for two successive terms shall be eligible to succeed himself/herself in the same office. The Officers must be in good standing and should be selected on the basis of experience, service to the Chapter, reputation for ethical conduct and professional excellence and merit. The duties of the Officers shall be:

Section 4. President. The President shall preside at all meetings of the Chapter and of the Board. He/she shall designate all Clusters and Subcommittees with the approval of the Board and shall be an ex-officio member of all Clusters and Subcommittees. The President or his/her designee shall serve as a PRSA Leadership Assembly delegate. The President or his/her designee shall serve as official spokesperson for the Chapter. The President shall perform all other duties incident to the office.

Section 5. President-Elect. This position is a three-year commitment. The President-Elect, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He/she shall assist the president and perform other duties as shall be prescribed by the Board. The President-Elect shall also begin the planning and preparation necessary for the management of the Chapter in the upcoming year. The President-Elect shall submit a slate of Officers to the Board of Directors for the following year. The Board must approve this slate by vote no later than December 31.

Section 6. Secretary. The Secretary shall keep written records of all meetings of the Chapter and of the Board, and, if required, send copies of such minutes to PRSA Headquarters and to the District Chair. The Secretary shall 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, in 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 Board. He/she shall prepare the Chapter's budget, make monthly financial reports to the Board, render an annual financial statement to Chapter membership, track all expenses and revenues for each budget line item and perform all other duties incident to the office, including annual federal and state tax filings. Every two years, the Chapter President and the incoming and outgoing Treasurers shall hire an outside professional financial consultant, with approval of the Board of Directors, to review the Chapter's financial records.

Section 8. Vice President of Communications. The Vice President of Communications shall be responsible for all Chapter internal and external communications. He/she shall oversee the strategic direction of all Chapter communication vehicles that inform members and other relevant publics of Chapter news, goals, financial performance and activities and ensure all Chapter activities are effectively promoted.

Section 9. Immediate Past President. The Immediate Past President shall be responsible for the Board Nominating Committee and advising the Chapter's Executive Committee based on the knowledge acquired during his or her tenure and experience with the Chapter and Society.

Section 10. Executive Committee. The Officers shall constitute the Chapter's Executive Committee. This committee shall have all the powers of the Board of Directors in the intervals between regular Board meetings. This committee shall meet on the call of the President, or on request of any three members of the committee. Its actions are subject to review by the Board of Directors.

Section 11. Leadership Assembly Delegates. 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 total number of Chapter Assembly Delegates

is determined by the Society. The Chapter President or his/her designee shall serve as a PRSA Leadership Assembly Delegate. Additional Delegates, if required, shall be determined by the Chapter President. 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 12. Vacancies. In the event of death, resignation, removal or expulsion of any Officer or Director, the Board shall elect a successor who shall take office immediately and serve the balance of the unexpired term. Officer replacements will be selected from the serving Board. Board Alternates approved by the membership will fill in any vacated Director position. In the event that the elected alternates are already serving as Directors, the serving Board will elect a member to fill vacated Director positions.

Section 13. Removal or Resignation.

- (a) Any Director who misses more than two consecutive Board meetings within a calendar year without an excuse approved by the President may be dismissed from the Board and replaced in accordance with Section 12 above.
- (b) Any Director may be removed by: (1) two-thirds of the members who respond to an electronic call for votes or (2) two-thirds vote of the full Board, excluding the Director proposed to be removed, and will be replaced in accordance with Section 12 above.
- (c) Any Director may resign at any time by providing written notice to the Board and will be replaced in accordance with Section 12 above.
- (d) Any Director who does not maintain an active membership with the Society and/or Chapter will be removed and replaced in accordance with Section 12 above.

Section 14. Board Meetings. The Board shall meet monthly and at other such times and places as it may determine. It shall meet at the call of the President or upon the call of any three Directors. Notice of each meeting of the Board shall be delivered by electronic mail or other mode of written transmittal to each director at least seven days prior to the meeting. Proxy voting is prohibited at Board meetings, but a Director may participate and cast his/her vote in writing, by telephone, or by any other means of electronic communication.

Section 15. Quorum. A majority of the Board of Directors shall constitute a quorum for all meetings of the Board.

Section 16. Compensation and Reimbursement. No Director or elected Officer of the Chapter shall be entitled to any salary or other compensation, but may be reimbursed for expenses reasonably incurred in connection with the performance of their duties, with prior approval from the Treasurer.

Section 17. D&O Insurance. A Directors and Officers insurance policy must be procured or renewed on an annual basis.

ARTICLE IV – CLUSTERS & SUBCOMMITTEES

Section 1. Appointment and Dissolution of Clusters and Subcommittees. The Board may appoint and dissolve Clusters and Subcommittees 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 Clusters and Subcommittees established under this section shall be subject to the authority of the Board. All members of the Chapter Clusters and Subcommittees must be members of the Society and the Chapter, except as approved by the Board of Directors.

Section 2. Cluster Reports. The chair of each Cluster shall report its activities to the Board at the monthly meeting. All Cluster and Subcommittee activities shall be subject to approval by the Board.

ARTICLE V – NOMINATIONS & ELECTIONS

Section 1. Board Nominating Committee. The Board Nominating Committee shall be appointed by the Immediate Past President, subject to the approval of the Board. The Committee shall consist of the Immediate Past President of the Chapter, who shall serve as the non-voting Chair of the Committee, and five persons from the Chapter membership who are not currently serving on the Board and have at least one of the following qualifications: (1) an APR; (2) held a Board leadership or volunteer role within the Chapter, Society, District or Section; (3) served as a public relations professional for 10 or more years.

Section 2. Nominations. The Board Nominating Committee shall determine the size of the slate, naming at least one qualified nominee for each Director whose term is expiring. It shall ensure that each nominee meets the eligibility requirements, has been contacted and agrees to serve if elected. The nominees of the Board Nominating Committee shall be announced to the membership at least 30 days prior to the election. Additional nominations from the general membership may be received through an official Chapter communication channel prior to the call for votes, provided the nominees are in good standing, have been contacted and agreed to serve if elected. Nominations require at least two signatures of members of the Chapter in good standing, not including the nominee.

Section 3. Ballot Tabulation. Ballots received from the Secretary shall be marked by the members and returned to the Secretary. Those returned in person or electronically must be received by the Secretary prior to the close date of the election. Ballots shall be counted by the Secretary and the results announced to the entire membership by December 31. The slate of new Board members must be approved by a majority of those members who respond to the electronic call for votes, and no less than 20 percent of the total membership must respond. If the Secretary is up for election on a given year, ballot tabulation shall be handled by the Immediate Past President.

ARTICLE VI – SPECIAL AWARDS

Section 1. PERCY Award.

- (a) The PERCY Award may be presented annually to a member of the Chapter who has demonstrated excellence in the practice of public relations, actively supported the Public Relations Society of America and made positive contributions to the community.
- (b) Any member of the Chapter is eligible, except the current Chapter President and past recipients.
- (c) The selection committee will consist of all former Award winners who are current PRSA members. The most recent award winner will serve as the chair of the committee.
- (d) When the selection committee feels a PERCY Award should be presented, they may determine where and when the award will be presented.

Section 2. Phoenix Award.

- (a) The Phoenix Award may be presented annually to recognize a CEO, business leader or community leader outside of the public relations, marketing and advertising industries for supporting and elevating the best practices of public relations.
- (b) Any member of the Chapter may nominate a CEO, business leader or community leader for this award. Past Phoenix Award recipients are not eligible.
- (c) Nominees may not directly conduct public relations, marketing or advertising research, planning, execution or evaluation as a primary function of their role, with the exception of serving as a spokesperson for his/her company.
- (d) The selection committee will be selected by the Board to convene annually, determine qualified nominees and select an award recipient if a qualified nominee has been submitted. The committee will determine where and when the award will be presented.

Section 3. Other Awards. The Board of Directors may make other award presentations that it deems appropriate and beneficial to the Chapter, the Phoenix community and to the general profession of public relations.

ARTICLE VII - AMENDMENTS

Section 1. Procedure.

- (a) Amendments to the bylaws of the Chapter may be offered by any member of the Chapter through a special petition of no fewer than five members of the Chapter and presented to the Board at a scheduled meeting. A quorum of the Board will vote on the amendment, and if approved by a majority of the Board members voting, will be presented to the Society's Board for approval. Following the Society's approval, the amendment(s) will be presented for vote by the membership at a scheduled meeting.
- (b) These bylaws may be amended by a two-thirds vote of the members who respond to an electronic call for votes, provided such proposed amendment(s) has been approved by the Chapter's Board and at least 30 days' notice has been given to all members of any proposed amendment(s).

ARTICLE VIII – 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 for a minimum of seven years. 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, procedures and activities, the Chapter will subscribe to a policy of nondiscrimination on the basis of age, ancestry, citizenship, color, creed, disability, economic class, ethnicity, faith, gender identity, gender expression, national origin, race, religion, sex, sexual orientation or affectional preference, social class, and others.

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

Section 8. Financial Policies and Procedures. The Board will adopt and maintain established Financial Policies and Procedures to ensure the financial stability and security of the Chapter's financials. The Financial Policies and Procedures must be reviewed annually and updated, if necessary, with the approval of the Board.

PRSA Phoenix Ad Hoc Committee established by PRSA Phoenix Board of Directors for review on April 21, 2017. Recommended revisions submitted to national PRSA Board of Directors for approval on August 9, 2017. PRSA Phoenix Ad Hoc Committee recommendations reviewed and approved for Chapter membership vote by the PRSA Phoenix Board of Directors on August 15, 2017. Thirty-day notification of special vote sent to PRSA Phoenix Chapter membership on November 1, 2017. Call for special vote sent to PRSA Phoenix Chapter membership on December 1, 2017. Approved by the PRSA Phoenix Chapter membership on December 31, 2017. Adopted by the PRSA Phoenix Board of Directors on January 16, 2018.