

# Bylaws: PRSA-Pittsburgh Chapter

*As amended 12/2014*

## **Article I**

### **Name**

The name of this nonprofit organization shall be the Pittsburgh Chapter (also referenced as “the chapter”) of the Public Relations Society of America, Inc. (referenced as “PRSA” or “the Society”).

## **Article II**

### **Nonprofit Status**

PRSA Pittsburgh is a 501(c)6 nonprofit membership organization providing leadership, education and professional networking to public relations professionals in the Greater Pittsburgh region. PRSA Pittsburgh is exempt from federal income tax; however, the organization is not exempt from paying sales tax.\* The fiscal year of the Chapter shall be January 1 through December 31.

*\* This is due to the fact that PRSA Pittsburgh is not relieving the government of a financial obligation by serving a charitable purpose, which would then qualify it for sales tax exemption.*

## **Article III**

### **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 Pittsburgh Chapter shall be to serve a diverse community of professionals, empowering members to excel in effective, ethical and respectful communications on behalf of the organizations they represent and the constituencies they serve; and to:

- Promote lifelong learning.
- Advance the practice of public relations by uniting those engaged in the profession.
- Maintain the highest standards of service and ethical conduct by all members of the profession.
- Strengthen the relationships of public relations professionals with employers and clients, with government at all levels, with educators, with the news media and with the public.
- Embody vibrant, diverse and welcoming professional communities.
- Recognize capabilities and accomplishments.
- Provide thought leadership and professional excellence through the exchange of ideas and experiences.
- Collect and disseminate information to enhance or improve the professional knowledge, standards and ethical practice of the membership.

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.

## **Article IV**

### **Governance**

Section 1. General. The chapter is governed by a Board of Directors including but not limited to membership-elected officers, Committee Leaders and Assembly Delegate(s), who are guided in their actions by the terms and provisions of these bylaws and the bylaws of PRSA. The officers include a President, President-Elect, Vice President, Treasurer, Secretary and Immediate Past President. (Officer roles and responsibilities are defined in Article V.) Committee Leaders oversee

standing committees, which may include Accreditation, Communications, Directory/Job Bank, Ethics, Graphic Design, Member Services, Professional Development Day, Programming, Public Service, Renaissance Awards, Senior Practitioners Outreach, Social Media/Publicity, Speaker Series, Sponsorship, Student Liaison, Website, and New Professionals. In addition to other specified duties, the Secretary maintains and preserves true and accurate copies of these bylaws and provides the same to every member and other individuals upon request.

Section 2. Bylaws. The Chapter functions within the governance and bylaws of PRSA and under the laws and jurisdiction of the United States of America and the Commonwealth of Pennsylvania. The finding at any legal and proper proceeding before the PRSA Board of Directors or before any court of the named jurisdictions that any provision of these bylaws is illegal, unconstitutional or in conflict with PRSA bylaws will render that provision section or article moot, but does not diminish the enforceability of the other provisions of the bylaws. Likewise, should emergency or unforeseeable conditions result in the temporary waiving of any provision or provisions of these bylaws by the Board of Directors sitting in a properly noticed proceeding, that action does not constitute waiver of any other provision of these bylaws and it does not prevent that provision or provisions from being later enforced.

Section 3. Policies. Actions by the Board of Directors that are designated as policy actions and other actions determined to have potential applicability or enforceability for a period beyond one fiscal year shall be deemed to be policies and must be included in the policy manual. These policies have the same force of governance, as do bylaw provisions. While policies can be adopted, amended or abolished by a majority of those present and voting at any proper meeting of the Board of Directors, such actions require notice of such to all members of the Chapter by the first of the next chapter-wide newsletter or within 90 days by letter or any other means, including electronic ones, to all members of the Chapter. As is true for bylaws, the finding at any legal and proper proceeding before the PRSA Board of Directors or before any court of the named jurisdictions that any policy is illegal, unconstitutional or in conflict with PRSA bylaws or policies will render that policy moot, but does not diminish the enforceability of the other policies. Likewise, should emergency or unforeseeable conditions result in the temporary waiving of a policy or policies by the Board of Directors sitting in a properly noticed proceeding, that action does not constitute waiver of any other policy and it does not prevent that policy from being later enforced.

Section 4. Board Meetings. The Board of Directors shall meet no fewer than six times a year at such times and places as it may determine. It shall meet at the call of the President or on call of any three members of the Board of Directors. Notice of each board meeting shall be given to each board member personally or by other means at least seven days in advance. A meeting may be called with less than seven days' notice if such requirement of notice is waived by a majority of the Board of Directors. Such waivers must be given in writing and transmitted by any means, including electronic ones. All committee chairs are responsible for carrying out the responsibilities of their board positions between these organized meetings and are required to provide a report on the status of their committee goals each month.

Section 5. Quorum. One-third of the membership of the Board of Directors or a minimum of six members shall constitute a quorum for all meetings of the Board.

## **Article V**

### **Responsibilities of Officers and Board Members**

Section 1. Requirements. Officers and Board members should be committed to the goals and objectives of the Chapter as demonstrated by prior service as an officer, board member, committee leader and leadership in key Chapter and Board functions. The individual should be respected in the profession, willing to expand his or her knowledge of the Board and the Chapter, and willing to commit the time necessary to this role. The individual should represent the Chapter in the profession and community through cooperative action and ongoing public relations.

Section 2. Chapter Officers. The officers of the Chapter shall be a President, a President-Elect, Vice President, a Secretary, Treasurer, and Assistant Treasurer. All chapter officers are required to have served on the board in some capacity for a minimum of one year prior to being considered.

Section 3. Term of Office. The officers shall be elected by the Chapter membership at the Annual Business Meeting in December for a term of one year beginning January 1 next ensuing or until their successors are elected and installed. No officer having held an office for three consecutive terms shall be eligible for re-election to the same office. The officers will be jointly responsible for seeing that the Chapter meets minimum standards for Chapters as set forth by the Public Relations Society of America.

Section 4. Costs. Certain incidental costs must be anticipated and absorbed by Board members. These costs may include, but are not limited to: incidental typing, postage, copying, phone charges, faxes and other costs incurred in conducting routine Chapter business. The Chapter will pay for significant costs incurred as a result of planned Chapter activities, provided the Board member prepares a budget in advance, receives Board approval for the expenses and the Chapter has the funds to cover the expenses.

Section 5. President. The purpose of the President is to provide leadership to the Board, ensure that the Board meets all of its responsibilities, serve as the chief spokesperson on Chapter matters and promote Chapter programs. Specific responsibilities include:

- a. Presides over all regular and special meetings of the Board.
- b. Appoints, with the approval of the Board, committees and committee leaders, ensuring that the potential of each member is recognized.
- c. Serves as an ex-officio member of all committees except the Nominating Committee.
- d. Coordinates the functions of all officers and committees. Ensures that the committee structure operates smoothly and that the purpose of committees is routinely evaluated.
- e. Directs the overall operations of the Chapter. Oversees the planning and goal-setting process. Recommends and directs the execution of policies and programs in the interest of members and with approval of the Board. Co-signs with at least one other officer all written contracts and obligations of the Chapter.
- f. Monitors the financial health and financial management of the Chapter in cooperation with the Board and Executive Director (if applicable). Has signature authority on all Chapter accounts and ensures all IRS requirements are met.
- g. Represents or designates a chapter member to represent the Chapter within the PRSA District. Selects an alternate if Assembly Delegate is unable to attend Assembly meetings. Ensures the Chapter meets the minimum standards for chapters as outlined by PRSA.
- h. Oversees the work of any individual or firm the Board of Directors may hire to assist in the conducting of Chapter business. Supervises and coordinates the annual evaluation of these individuals or firms.

Section 6. President-Elect. The purpose of the President-elect is to assist President in providing leadership to the Board and ensure that the Board fulfills all of its responsibilities. Specific responsibilities include:

- a. Performs all duties of the President if the President is unable to perform those duties for any reason.
- b. Assists the President in coordinating and directing committee activities and Chapter operations. Performs such duties as delegated by the President.
- c. Recommends goals, objectives, plans and programs to the President.
- d. Consults and assists the president on matters of policy and procedure.
- e. Represents the chapter within the PRSA district in the absence of the President.
- f. Ensures the Chapter meets the minimum standards for chapters as outlined by PRSA.
- g. Assists the President in monitoring the financial management of the Chapter in cooperation with the Board and Executive Director (if applicable).
- h. Assists the President in supervising and coordinating the annual evaluation of the Executive Director (if applicable).

Section 7. Vice President. The Vice President shall, in the absence of the President and President-Elect from any regular or special meeting of the Chapter or the Board of Directors, exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and President-Elect and perform such other duties as shall be prescribed by the Board of Directors.

Section 8. Secretary. The purpose of the Secretary is to assist the President and President-Elect in providing leadership to the Board and ensuring that the Board meets all of its responsibilities by maintaining accurate and detailed Chapter records. Specific responsibilities include:

- a. Records and keeps minutes of all meetings of the Board of Directors and Chapter. Issues or causes to be issued notices of Chapter meetings. Distributes minutes of the previous meeting to the Board at least 48 hours prior to each Board meeting. On a month when no Board meeting takes place, the minutes should be completed no later than the last day of that month and sent via email to the Board of Directors.
- b. Ensures proper safekeeping of all chapter records and keeps accurate, detailed records.
- c. Receives the Chapter's mail and distributes mail accordingly.
- d. Assists the Treasurer in maintaining the membership role.
- e. Distributes to the full membership, the Nominating Committee's report and slate and proposals for changes in policies or bylaws, or changes in policies as outlined in the Chapter bylaws.
- f. Maintains a true and complete version of the bylaws and policy manual.

Section 9. Treasurer. The purpose of the Treasurer is to assist the President and President-Elect in providing leadership to the Board and ensuring that the Board meets all of its responsibilities by maintaining accurate and detailed financial records for the Chapter. Specific responsibilities include:

- a. Works with Chapter President and Executive Director (if applicable) to establish annual budget for approval by the Board of Directors.
- b. Works with the chapter administrator to collect all monies other than dues which are collected by the national office of the Public Relations Society of America, deposits those monies into a bank selected and approved by the Board and issue receipts as needed.
- c. Maintains the Chapter membership roll with or without assistance from the chapter

- administrator in the absence of a membership director.
- d. Manages and disburses all Chapter monies, with approval of the Board.
  - e. Informs Board of financial status by supplying detailed monthly reports at each Board meeting. Treasurer's Report should be prepared within a week prior to each Board meeting. On a month when no Board meeting takes place, the monthly Treasurer's Report should be completed no later than the last day of that month and sent via email to the Board of Directors.
  - f. Prepares and renders annual financial statement for audit as directed.
  - g. Complies with IRS regulations for filing Federal Form 990-EZ for organizations exempt from Federal Income Tax.

Section 10. Assistant Treasurer. The Assistant Treasurer shall serve at the will and direction of the Treasurer and Board of Directors; may fill in for the treasurer as required; and shall assure that all requirements of the Treasurer's position are fulfilled.

Section 11. The purpose of Committee leaders is to provide management to a specified Chapter committee to ensure that it focuses on and successfully achieves its assigned function. Core responsibilities of each committee leader are:

- a. Calls and presides over all committee meetings.
- b. Recruits and actively involves Chapter members to serve on the committee
- c. Regularly reports to the Board the activities of the committee and seeks approval for the direction and operations of the committee.
- d. Transitions the role from the previous year's committee leader in its entirety by the first meeting of the year or by January 15 – whichever comes first.
- e. Provides an annual budget to the Chapter President and Treasurer by February 15, and ensures that the committee stays within that budget. Seeks Board approval for all committee expenditures or exceptions to the budget.
- f. Evaluates the function of the committee to ensure that the stated purpose is addressed and that the committee continues to serve a needed role for the Chapter. This evaluation shall include the flexibility to create or disband committees as permitted by the bylaws and as needed to meet the changing needs of the chapter and the personnel available.
- g. Publicizes events of the committee to both internal and external audiences.

Section 12. Board Members. The purpose of board members is to be legally and morally responsible for all activities of the Chapter and to ensure that the Chapter focuses on its stated mission. In general, Board members determine policy. Specific responsibilities for each board member include:

- a. Attends all Board meetings and performs such duties as the President and Board may assign.
- b. Establishes Chapter objectives and formulates Chapter policy for achieving these objectives. Plans for the Chapter's future through long- and short-range plans, monitors their implementation and evaluates them on a regular basis.
- c. Develops financial support for the Chapter and ensures its financial accountability.
- d. Advises and recommends policies, procedures, plans and programs to the President.
- e. Holds the properties of the Chapter as needed.
- f. Represents the needs of the profession and Chapter members on the Board.
- g. Assesses the profession and evaluates Chapter programs to ensure the needs of members are addressed.
- h. Ensures that the Chapter and the Board operate efficiently and in accordance with both the Chapter and PRSA bylaws, as well as in the best interest of Chapter

members.

Section 13. Assembly Delegate(s). The purpose of the Assembly Delegate(s) is to ensure that the Chapter focuses on its stated mission and that all activities adhere to the standards set forth by PRSA, represents the Chapter and communicates its interests to PRSA. Assembly delegates are required to have served on the board for a minimum of one year and agree to a three-year term upon election. Specific responsibilities include:

- a. Attends all Board meetings and performs such duties as the President and Board may assign.
- b. Monitors PRSA issues and policies as disseminated from or proposed to national organization. Attends and represents Chapter at PRSA Assembly meetings. Upon return from Assembly meetings, at least one delegate must provide a written report to the Board and prepare pertinent information for publication in the Chapter newsletter.
- c. Advises and recommends policies, procedures, plans and programs to the President.
- d. Represents the needs of the profession and Chapter members on the Board.

- e. Assesses the profession and evaluates Chapter programs to ensure that the needs of members are addressed.
- f. Ensures that the Chapter and the Board operate efficiently and in accordance with both the Chapter and PRSA bylaws, as well as in the best interest of Chapter members.

Section 13. Compensation and Reimbursement. No elected officers, directors or Assembly Delegate(s) of the Chapter shall be entitled to any salary or other compensation. The Board of Directors may reimburse elected officers, directors, Assembly Delegates or their alternates for expenses incurred in the performance of their duties.

Section 14. Executive Director. The Board of Directors may contract with any individual or business, including but not limited to a member of the Chapter or a business owned by a member of the Chapter, for clerical and other support services including hiring an Executive Director. This Executive Director or an individual from the firm will report to the Board of Directors, at the majority of its meetings, and perform such duties as assigned by the Board of Directors. No committee, individual members, or officer shall contract for services or goods in the name of the Chapter without explicit approval by the Board of Directors.

Section 15. Officer Vacancies. Vacancies occurring among officers should be filled for the balance of the unexpired term by the board at any regular meeting or at any special meeting of the board called for that purpose. The candidate must be approved by two-thirds of the membership of the Board of Directors in order to be appointed. In the case of an equal vote, the Nominating Committee will be appointed to make the final decision. Once a replacement is selected, an announcement must be made to all PRSA Pittsburgh members regarding the change within 90 days by letter, or by any other means, including electronic ones.

## **Article VI Nominations and Elections**

Section 1. Nominating Committee. There shall be a Nominating Committee of no less than three members appointed by the President with approval of the Board of Directors, at least forty-five (45) days before the Annual Business Meeting of the Chapter. Additionally, the President and Board of Directors can solicit a Call to Action to the general membership for those interested in serving the Chapter or the Board of Directors.

Section 2. Nominations. The Nominating Committee shall name a qualified nominee for each office, for each Assembly Delegate and for each 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 Business Meeting providing the nominees have been contacted and agree to serve if elected.

Section 3. Notice to Membership. At least thirty (30) days before the Annual Business Meeting of the Chapter, the Secretary shall distribute to all Chapter members the list of nominees prepared by the Nominating Committee.

Section 4. Elections. Officers, Directors and Assembly Delegates shall be elected at the Chapter's Annual Business Meeting. Election shall be by majority vote of the members in good standing and present and voting after an application regarding level of experience and expertise in the profession of Public Relations is received and reviewed by the Nominating Committee. Balloting in contested elections shall be by secret ballot.

## **Article VII Committees**

Section 1. Appointment. Committee chairpersons shall be appointed annually by the President with the approval of the Board of Directors and shall serve until the end of the fiscal year or until replaced.

Section 2. Standing Committees. Besides the Nominating Committee, there should be standing committees on: Accreditation, Communications, Directory/Job Bank, Ethics, Graphic Design, Member Services, Professional Development Day, Programming, Public Service, Renaissance Awards, Senior Practitioners Outreach, Social Media/Publicity, Speaker Series, Sponsorship, Student Liaison, Website, and New Professionals.

Section 3. Special Committees. Special committees may be established and appointed by the President, with the consent of the Board of Directors.

Section 4. Committee Reports. The leader of each committee shall report, or cause to have reported, its activities to the Board of Directors with such regularity as may be established or required by the Board of Directors.

## **Article VIII Amendments**

Section 1. In years evenly divisible by three (3), the President shall appoint a special committee to review and revise, as necessary, both the Chapter bylaws and policy manual. The revisions must be approved following procedures outlined in Article X, Section 2 of these bylaws.

Section 2. These bylaws may be amended by a two-thirds (2/3) vote of the membership present at any meeting, providing at least thirty (30) days' notice has been given to all members of any proposed amendment. Amendments adopted in accordance with this provision become effective only after approval by the Society's National Board of Directors.

## **Article IX 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, 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 in Article III of the Society's bylaws.

Section 3. Rights and Privileges. Membership in the Chapter 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 of Directors 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. Removal. An officer, director or member may, by the affirmative vote of two-thirds of the board of directors, or by a majority vote of the chapter membership at a special meeting called for that purpose, be removed from office on one of the following grounds:

- a. Failure to attend three successive board meetings.
- b. Censure or suspension for violation of the PRSA Code of Ethics, policies and procedures, or Bylaws.
- c. Engaging in conduct that is detrimental to the best interests of the Society or Chapter.

Section 5. Dues. The amount of Chapter dues shall be established and reviewed annually by the Chapter's Board of Directors.

- a. Any member whose Chapter dues, meeting fees or other fees are unpaid for three months shall



- be considered not in good standing and shall not be entitled to vote, hold office or enjoy other privileges of Chapter membership, provided such member shall have been duly notified.
- b. Any member in arrears for sixty days shall be so notified by the Chapter, citing the provisions of this Section. If such arrears are not paid within thirty days after receipt of such notification, membership in the Chapter shall be terminated and all rights and positions held shall be forfeited.
  - c. A Chapter member who does not pay the Society dues is no longer eligible to remain a member of the Chapter even if the Chapter dues have been paid. At such time as said member may be reinstated by PRSA, the individual may re-apply for PRSA membership in the same manner provided for new members.
  - d. The Chapter's Board of Directors may reinstate such delinquent members at its discretion upon written application and after payment of all back dues and charges, provided said member is in good standing in PRSA.
  - e. The Chapter shall not extend credit to individuals. All fees associated with meetings or events of the Chapter shall be payable in advance or at the time of the event or meeting.
  - f. Chapter events involving fees shall have published procedures for providing members an opportunity to cancel a reservation prior to the meeting and obtain a refund of all or a substantial portion of the fees. Such cancelation policy must be stated in the promotional material for the event or meeting.
  - g. The books of the Chapter shall be audited at least once every three years in a manner prescribed by the Board of Directors.
  - h. Any member in arrears for sixty days shall be so notified by the Chapter, citing the provisions of this Section. If such arrears are not paid within thirty days after receipt of such notification, membership in the Chapter shall be terminated and all rights and positions held shall be forfeited.
  - i. A Chapter member who does not pay the Society dues is no longer eligible to remain a member of the Chapter even if the Chapter dues have been paid. At such time as said member may be reinstated by PRSA, the individual may re-apply for PRSA membership in the same manner provided for new members.
  - j. The Chapter's Board of Directors may reinstate such delinquent members at its discretion upon written application and after payment of all back dues and charges, provided said member is in good standing in PRSA.

#### Section 6. Membership Meetings

- a. There shall be an Annual Business Meeting of the Chapter in December each year at such time and place as the Board of Directors may designate. Notice of the annual meeting shall be given to each member by mail, electronic mail or other mode of written or electronic transmittal at least thirty days prior to the meeting.
- b. In addition to the annual meeting, there shall be no less than six membership meetings annually, unless waived by a majority of the Board of Directors. At least ten days' advance notice of these meetings shall be given to all Chapter members by mail, electronic mail or other mode of written or electronic transmittal.
- c. Special meetings of the Chapter may be called by the president, the Board of Directors or on written request by 25 percent of the Chapter members.
- d. A quorum for membership voting is one-third of the membership present in person or by proxy.
- e. Voting may be done in person or by electronic or remote methods, with each voting member having a single vote. Members may vote without a meeting in elections, or on any matter presented by the board where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, electronic mail or other electronic means.

### **Article X**

#### **Chapter Management**

Section 1. Committee Appointments. Between the election of officers and the beginning of the fiscal year, the incoming President shall appoint all committee leaders. Assistant leaders also shall be

appointed, with a goal of training them to assume chapter leadership roles.

Section 2. Strategic Planning. Once each year, the President and President-Elect will be expected to convene an extended meeting of the Board of Directors and all interested Chapter members for the purpose of planning. The focus of the strategic planning session will be identified by the President-Elect with the approval of the Board. Results of the strategic planning session will require action by the Board prior to implementation, and should be shared with Chapter members.

Section 3. Budgeting. All committee leaders are expected to compile a budget for their committees and submit it to the President and Treasurer. Budgets should cover revenue and expenses, and will be prepared for approval at the second board meeting in the calendar year.

Section 4. Mailing Lists. The mailing lists for members, prospective members, and professional development sessions shall be maintained by the Website or Membership Chair. These mailing lists can be sold with approval from by two-thirds of the membership of the Board of Directors or a minimum of six members. The membership directory is available for a fee to be established annually. It is provided as a benefit for Chapter members.

Section 5. Joint Projects. Approving joint projects with other organizations is the responsibility of the Board of Directors. Proposals should be presented to the Board prior to any commitment being made. The proposal should include expected revenue, expenses and the proposed distribution between participants.

## **Article XI**

### **Positive Duty to Disclose**

Section 1. Advance Disclosure. Each person agreeing to be considered by the Nominating Committee or by petition as a nominee for Director-at-Large or Officer of the Society of Chapter has a positive duty to disclose to the Nominating Committee any possible or pending legal, regulatory or any other matter involving that person that may arise during that person's prospective term of office and that might reflect adversely upon the profession or the Society.

Section 2. Prompt Disclosure. Person who a) has been nominated by the Nominating Committee or by petition to a post as Director-at-Large or Officer, but not yet elected, or b) has been elected as Director-at-Large or Officer, but not yet having taken office or c) has taken office as a Director-at-Large or Officer, and who becomes aware of any legal, regulatory or any other matter involving them that may arise during their term of office and that might reflect adversely upon the profession or the Society is under a positive obligation to disclose such matter as promptly as possible to each member of the Board of Directors.

Section 3. Code Violation. Failure to disclose such information fully and promptly shall be deemed a violation of Article 2 and Article 3 of the Code of Professional Standards for the Practice of Public Relations.

Section 4. Actions Taken. Information obtained by Nominating committee members or members of the Board of Directors under the Positive Duty to Disclose shall remain confidential unless potential violations of the Code of Professional Standards are involved. In case of such involvement, potential violations shall be referred to the Chapter's Board of Directors for investigation and action.