

Bylaws

Public Relations Society of America

Hampton Roads Virginia Chapter

ARTICLE I - NAME

The name of this non-profit professional organization shall be the Hampton Roads Virginia Chapter of the Public Relations Society of America, Inc. (PRSA)

ARTICLE II - OBJECTIVES

In accordance with the objectives of the Public Relations Society of America, the objectives of this Chapter shall be to advance the art and science of public relations in the public interest; to encourage research, discussion and study of the problems and techniques of the public relations profession; to strengthen and maintain the highest standards of service and ethical conduct by all members of the profession; to exchange ideas and experiences and collect and disseminate information that may enhance or improve the professional knowledge, standards, ethics, diversity and standing of the membership; and to promote fraternalism within the profession.

ARTICLE III - MEMBERSHIP

Section 1 - Eligibility. To be eligible for membership in the Chapter, a person must be a member in good standing of the national 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 person admitted to membership in the Society shall become a member of the Chapter, if eligible, upon payment of Chapter dues.

Section 3 - Retirement Status. Any Chapter member who is on retired status at the (national) Society shall be eligible for Chapter retirement status.

Section 4 - Termination of Chapter Membership. 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.

~~*Section 5 - Rights and Privileges of Membership.* 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.~~

ARTICLE IV - DUES

Section 1 - Amount. The amount of Chapter dues shall be fixed annually by the Chapter's Board of Directors. Chapter dues are payable at the time National dues are payable. Dues and fees may be deductible as an ordinary business expense, but are not deductible as a charitable contribution.

Section 2 - Non-payment of Dues. Any member whose Chapter dues 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.

Section 3 - Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Composition. The governing body of the Chapter shall be a Board of Directors consisting of the President, President-Elect, Treasurer, Secretary, the immediate past President, the Assembly Delegate(s) and six Directors-at-large.

Section 2 - Assembly Delegates. The Assembly Delegate(s) shall serve as the Chapter's representatives at meetings of the PRSA Assembly and shall be elected by the Chapter membership for a three-year term in accordance with provisions of the Bylaws of the Society.

Section 3 - Directors-at-large. Two directors shall be elected each year by the Chapter membership at its Annual Meeting to serve a term of three years beginning January 1st (or the day of the Chapter program year next ensuing) and until his/her successor is elected and installed.

Section 4 - Vacancies. In the event of death, resignation, removal or expulsion of any officer, Director, or Assembly Delegate, the Board of Directors shall elect a successor who shall take office immediately and serve for the balance of the unexpired term or until the next annual election.

Section 5 - Removal. Any Director who misses more than three (3) Board meetings in a fiscal year 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. Any board member who misses more than three (3) board meetings or six (6) regular monthly meetings without an acceptable excuse may be dismissed from the board.

Section 6 - Board Meetings. There shall be monthly meetings of the Board of Directors. Notice of each meeting of the Board shall be given to each Director at least seven days in advance.

Section 7 - Quorum. A majority of the Board of Directors shall constitute a quorum for all meetings of the Board.

ARTICLE VI - OFFICERS

Section 1 - Chapter Officers. The officers of the Chapter shall be a President, a President-Elect, a Treasurer and a Secretary. The officers shall be elected by the Chapter membership at its Annual Meeting for a term of one year and until their successors are elected and installed. No officer having held an office for two successive terms shall be eligible to succeed himself in the same office.

Section 2 - President. ~~The President shall be an accredited member.~~ The President shall preside at all meetings of the Chapter and of the Board of Directors. He/she shall perform all other duties incident to the office.

Section 3 - President-Elect. ~~The President-Elect shall be an accredited member.~~ The President-Elect shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He/she also shall assist the President and perform such other duties as shall be prescribed by the Board of Directors.

Section 4 - 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 of Directors. He/she shall issue receipts and make authorized disbursements. He/she shall prepare the Chapter's budget, make regular financial reports to the Board of Directors, render an annual financial statement to the Chapter membership, and perform all other duties incident to the office.

Section 5 - Secretary. The Secretary shall keep records of all meetings of the chapter and of the Board of Directors, send copies of such minutes to Society Headquarters, 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 6 - Compensation and Reimbursement. No elected officer of the Chapter shall be entitled to any salary or other compensation. The Board of Directors may reimburse elected officers or Assembly Delegates or their alternates for their expenses incurred in connection with the performance of their duties.

ARTICLE VII - NOMINATION AND ELECTIONS

Section 1 - Nominating Committee. There shall be a Nominating Committee of no less than three members who are Accredited **or have served as chapter president**, appointed by the President with approval of the Board of Directors at least sixty days prior to the Annual Meeting of the Chapter.

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

Section 3 - Notice of Membership. At least thirty days before the Annual 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 Annual Meeting of the Chapter. Election shall be by majority vote of the members in good standing present and voting. Balloting in contested elections shall be by secret ballot.

ARTICLE VIII - COMMITTEES

Section 1 - Standing Committees. The Board of Directors may appoint such committees and task forces as the Board may deem necessary or advisable for the conduct of the affairs of the Chapter. The Board of Directors shall determine the duties of any such group, its size and tenure. All committees and task forces shall be subject to the control of the Board of Directors.

Section 2 - Special Committees. Special committees may be established and appointed by the President with the approval of the Board of Directors.

Section 3 - Committee Reports. The chairman of each Committee shall report its activities regularly to the Board of Directors. All Committee activities shall be subject to approval by the Board of Directors.

ARTICLE IX - CHAPTER MEETINGS

Section 1 - Annual Meeting. There shall be an annual Meeting in the fourth quarter of each year at such time and place as may be designated by the Board of Directors.

Section 2 - Regular Meetings. In addition to the Annual Meeting, there shall be regular meetings at least four times a year at such times and places as may be designated by the Board of Directors.

Section 3 - Special Meetings. Special Meetings of the Chapter may be called by the President, the Board of Directors, or on written request by 25% of the Chapter members.

Section 4 - Notice of Meetings. Members shall be notified of the Annual Meeting at least thirty days in advance. Members shall be notified of a regular meeting or special meeting at least 10 days in advance.

Section 5 - Quorum. A majority of the members of the Chapter shall constitute a quorum at any meeting of the Chapter.

ARTICLE X -AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members in good standing present and voting at any meeting of the Chapter membership, provided such proposed amendment(s) has been approved by the Chapter's Board of Directors and at least thirty days notice has been given to all members of any proposed amendment(s).

Amendments adopted in accordance with this provision become effective only after approval by the Society's National Board of Directors.