

PROPOSED Bylaws of the Buffalo Niagara Chapter of the Public Relations Society of

America

*Approved by Buffalo Niagara Chapter Board of Directors and Submitted to Chapter Membership
on November 10, 2017*

ARTICLE I - GENERAL

Section 1. Name. The name of this nonprofit professional organization shall be the Buffalo Niagara Chapter of the Public Relations Society of America.

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. The territorial limits approved by the Society for this Chapter are Allegany, Cattaraugus, Chautauqua, Erie, Genesee, Niagara, Orleans and Wyoming counties.

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.

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.
- 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 inure to the benefit of any private individual.

ARTICLE II - MEMBERSHIP

Section 1. Membership Eligibility. Membership in the Chapter is limited to individuals who are members 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 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 Bylaws of the Society and subject to the eligibility requirements set forth above in Section 1. 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 member of the chapter who has been a member of PRSA in good standing for at least five years and is gainfully employed for less than 50 percent of the time is eligible for chapter retirement status. Members on retirement status shall enjoy all the rights and privileges of chapter membership.

Section 4. 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. The right to vote and hold chapter office is open to all members with the exception of those with retirement status. The right to serve as an assembly delegate or alternate delegate is limited to a member who is Accredited or otherwise qualifies under Section 8 of Article III of the Society Bylaws.

Section 5. Termination of Chapter Membership.

- (a) Membership is automatically terminated without action by the board for failure to pay applicable dues for more than one month, failure to meet the eligibility requirements for membership, 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.
- (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.

Section 6. Dues. The amount of Chapter dues shall be fixed annually by the board. Any member whose Chapter dues are unpaid for one month shall not be in good standing, and shall not be entitled to vote, hold office or enjoy other privileges of Chapter membership, provided such member has been duly notified.

Section 7. Membership Meetings.

- (a) There shall be an annual membership meeting each year held no later than Nov. 30 at such date, time and place as may be designated by the board. If unforeseen circumstances prevent the meeting from being held by

Nov. 30, the meeting must be held no later than Dec. 31.

- (b) In addition to the annual meeting, there shall be regular educational/networking meetings at least two 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 the annual meeting shall be given to each member personally by mail, electronic mail or other mode of written transmittal at least thirty 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.
- (e) A quorum for membership voting is at least 51% percent of the voting members present in person or by proxy.
- (f) 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 members voting in person or by proxy where a quorum is present carries an action. 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, electronic mail or any other electronic means.

ARTICLE III – OFFICERS 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 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. The governing body of the chapter shall be a board of directors consisting of the president, president-elect, secretary, treasurer, the immediate past president, the Assembly delegate(s), PRSSA liaison, diversity chair, and three directors-at-large. Directors and officers shall be members in good standing with the Chapter and the Society. Vacant Directors and officers positions shall be elected by the Chapter membership at its annual meeting for a term defined in Article III, beginning Jan. 1 and ending when their successors are elected and installed. The board shall set forth the nomination and election procedures and make such procedures available to the membership.

Section 3. Chapter Officers. The officers of the Chapter shall be a president, president-elect, secretary, treasurer and past president. The officers, except for president and past president, shall be elected by Chapter membership at its annual meeting for a term of one year, beginning Jan. 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.

Section 4. President. The president shall preside at all meetings of the Chapter and of the board. He/she 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 incident to the office of president. The president shall immediately succeed to the position of past president upon expiration of the president's term of office.

Section 5. President-Elect. The president-elect shall assist the president, perform all duties incident to the office of president elect and, in the absence or disability of the president, shall exercise the powers and perform the duties of the president. The president-elect shall immediately succeed to the office of president upon expiration of the president's term of office, and in the event of the death, resignation, removal, or incapacity of the president.

Section 6. Secretary. The secretary shall take and keep records of all meetings of the board, and perform all other duties customarily pertaining to the office of the secretary.

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 make authorized disbursements by check after proper approval by the president or board. (Receipts are typically issued by the chapter administrator, but the Treasurer may issue them if needed). He/she shall prepare the Chapter's budget, make regular financial reports to the board and perform all other duties incident to the office of the treasurer. Neither the president nor the treasurer shall make disbursements without approval by the board of directors, and such approvals must be specific for non-routine, non-customary expenditures exceeding \$100.00.

Section 8. Leadership Assembly Delegate(s). The 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. Each delegate shall be elected by the chapter membership at its Annual Meeting to serve a three-year term beginning January 1 and until a successor is elected and installed. If there is more than one assembly delegate, elections shall be held on a rotating basis.

Section 9. Directors-at-large. One director shall be elected by the chapter membership at its Annual Meeting to serve a three-year term beginning January 1 and until a successor is elected and installed. One-third of the directors-at-large will rotate out of that position each year.

Section 10. Liaison to PRSSA Chapters. The chapter membership, at its Annual Meeting, shall elect a member in good standing to serve as liaison to all chapters of the Public Relations Student Society of America within the Buffalo Niagara region. The liaison shall have full voting privileges on the chapter board.

The liaison shall serve for a term of one year, renewable for up to three consecutive years.

Section 11. Diversity Chair. The chapter membership, at its Annual Meeting, shall elect a member in good standing to serve as diversity chair, with responsibilities including oversight of the chapter's diversity committee and its activities on behalf of the chapter. The diversity chair shall have full voting privileges on the chapter board. The diversity chair shall serve for a term of one year, renewable for up to three consecutive years.

Section 12. Vacancies. In the event of death, resignation, removal or expulsion of any officer or director, other than the president who shall be succeeded by the president-elect, the board shall elect a successor who shall take office immediately and serve the balance of the unexpired term, or until the next annual election.

Section 13. Removal or Resignation.

- a) Any director who misses more than three board meetings in a calendar 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 11 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 to be removed. 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 a person as an officer automatically results in that person's removal or resignation from the board.

Section 14. Board Meetings. There shall be at least six meetings annually of the board of directors at times and places determined by the President. It shall meet at the call of the president or upon call of any three directors. Notice of each board meeting shall be issued by the president and given to each director seven days prior to the meeting. Proxy voting is prohibited at board meetings.

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.

ARTICLE IV - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The Nominating Committee shall consist of the president, immediate past-president and president-elect. The committee is chaired by the immediate past-president, who must contact each person on the proposed slate to

ensure he or she is willing to serve, if elected, and meets all criteria to be nominated.

Section 2. Nominations. The Nominating Committee shall name at least one 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. Additionally, a Call for Nominations will be sent out to the membership at least 60 days prior to the Annual Meeting to solicit additional nominees. Nominees must meet the following criteria:

- 1) Must be a current member in good-standing of PRSA and the chapter.
- 2) Must have a track record of participation in PRSA Buffalo Niagara chapter activities.
- 3) A minimum of five years of service in the profession is preferred. (Candidates with less professional experience who possess at least one year of committee service in the chapter may be considered.)
- 4) Must commit to attending at least nine board meetings per year (out of 12).
- 5) Prior approval from one's employer to serve, if elected.

Section 3. Notice to Membership. At least 30 days before the Annual Meeting of the chapter, the chapter shall send to all chapter members the list of nominees prepared by the Nominating Committee and any additional nominees, if applicable.

Section 4. Elections. Officers, directors, and the assembly delegate(s) shall be elected at the chapter Annual Meeting. For each position to be filled, the candidate receiving the greatest number of votes shall be declared elected. Members who are unable to attend the meeting will have the option of voting by proxy in a manner determined by the Nominating Committee. Balloting in contested elections shall be by secret ballot.

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. 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

Adopted April 2010

These Bylaws may be amended, following approval of the chapter board of directors, by a two-thirds vote of the membership, and provided at least thirty days' notice has been given to all members of any proposed amendment(s). Members may vote by proxy in accordance with Article II, Section 7 (e) of the Chapter Bylaws. Amendments adopted in accordance with this provision become effective only after approval by the Society's board.

The board of directors of the Buffalo Niagara Chapter of PRSA is presenting term recommendations for those serving as Committee Chairs. These guidelines are suggested in order to provide consistency for chapter operations, while encouraging greater participation in chapter leadership. The recommendations are as follows:

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 must keep books and records of its financial accounts, meeting minutes, and membership list with names and addresses. The Chapter will make its books and records available to the Society at any time.

Section 3. 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 shall be transferred to the Society or, in the event that the Society ceases to exist, to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Chapter board shall determine. 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 4. Nondiscrimination. In all deliberations and procedures, the Chapter will subscribe to a policy of nondiscrimination on the basis of race, creed, religion, disability, sex, age, color, national origin or sexual or affectional preference.

Section 5. Fiscal Year. The fiscal year of the chapter shall be the calendar year.

Section 6. Remote Communications. To the extent permitted by law, any person participating in a meeting of the 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 one another and otherwise fully participate in the meeting. Such participation constitutes presence in person at the meeting.

- Chairs must be current members of PRSA and the chapter, and in good standing in the profession.
- Consideration for Chairs should first be given to dedicated and active members of a given committee. Only if all committee members who qualify are unwilling or unable to accept the appointment should consideration be given to other members of the chapter.
- Once appointed, Chairs are asked to minimally serve for one year to fulfill his/her commitment.
- Ideally, committee leaders are encouraged to serve as a co-chair for one year to shadow an outgoing chair, as chair for one year (with efforts dedicated to recruiting an upcoming co-chair), and as co-chair as the outgoing leader. This three-year model has worked in the past for effective succession planning and committee operations.
- If, after two years, no member has voiced interest in assuming the co-chair position, the chair, if interested, will continue for another year. If, at the end of a third year, no member has been successfully recruited to serve as co-chair, the nominating committee and board will actively assist in the recruiting efforts.
- Regardless of tenure, a chair, if successfully fulfilling his/her role, will be asked to remain in his/her position until a suitable successor is appointed.
- Regardless of tenure, if a chair is unable to successfully fulfill his/her role, the chapter board of directors reserves the right to appoint a new chair as deemed necessary.

At the beginning of the board's annual nomination process (typically July-September), the chair of the Nominating committee, or Immediate Past President, will remind the current committee chairs about these term recommendations and will introduce newly-recruited committee chairs to the process.

Term Recommendations for Chapter Committee Chairs