

By-Laws

Boston Chapter, Public Relations Society of America

Article I – Name

The name of this nonprofit professional organization shall be “The Boston Chapter of the Public Relations Society of America” (hereafter referred to as ‘the Chapter and ‘the Society’).

Article II – Purpose

The purpose of this Society is to advance the profession of public relations and to strengthen and maintain the highest standards of ethical conduct by all members.

Article III – Membership

Section 1. **Class of members:** There shall be two classes of members: members and associate members, as defined in the By-Laws of the Society.

Section 2. **Eligibility:** To be eligible for membership in the Chapter, a person must be a member of the Society and have paid Chapter dues.

Section 3. **Rights and privileges:** All members currently paid may vote and should participate in annual elections. Members of the Society holding multiple chapter memberships may vote in only one Chapter. Their interest in active, voting membership should be so declared. The privileges of holding Chapter office, serving as a Chapter director, or sponsoring applicants for membership shall be reserved for members. Only members who are accredited may serve as Chapter delegate or alternate to the PRSA Assembly.

Section 4. **Election:** Election to membership shall be governed by the following provisions of this section:

- (a) Each application for membership in the Society shall be acted upon by the Eligibility Committee and the Board of Directors of the Chapter in accordance with the By-Laws of the Society. Upon election to membership in the Society, the applicant will automatically become a member of the Chapter with the payment of the current year’s dues.
- (b) It is the duty of the Eligibility Committee to examine each application referred to it to determine if the application is eligible as a member or associate member.

Section 5. **Continuance of membership:** Members who leave the field of public relations, public relations teaching, or public relations administration may continue as members of the Chapter if they remain members of the Society and have paid current dues.

Section 6. **Retirement Status:** Any member who is eligible for retirement status according to the Society By-Laws may be recommended for such status by the Chapter Board of Directors. Dues will be charged accordingly.

Section 7. **Termination of membership:** Any member, who for any reason ceases to be a member of the Society, ceases to be a member of the Chapter.

Article IV – Calendar, Dues, and Fiscal Operations

Section 1. **Program year:** The Chapter program year shall run from January 1st through December 31st. Terms served by officers and directors shall begin and end on these dates.

Section 2. **Dues:** The amount of the dues of the Chapter shall be determined by the Board of Directors. They are payable on January 1st. Members whose dues are not paid by March 1st shall no longer be considered in good standing and will lose their rights and privileges to Chapter membership. Chapter members whose Society dues have lapsed will also to hold Chapter membership.

Section 3. To assure its operations on a fiscally responsible basis, the board shall annually establish a **fiscal policy** recommended by the executive/finance committee which is annually appointed by the president and approved by the Board of Directors. The policy shall include, but not be limited to, a definition of how Chapter funds are to be spent and the financial role of various affected committees in meeting the expectations set by the board.

Section 4. **A reserve fund** for contingency purposes will be established and maintained. The Board of Directors will annually review the status of Chapter finances and recommend appropriate adjustments to the reserve fund.

Section 5. The Board of Directors shall provide for an annual audit of the financial affairs and records of the Chapter. Such audit shall be made in the period January 1 to January 15 following the end of a fiscal year and reported in writing to the Chapter Board at its next meeting.

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, vice president-membership, vice

president-programs, secretary, treasurer, immediate past president, the Chapter's assembly delegates, and three directors-at-large.

Section 2. **Assembly Delegates:** The Chapter assembly delegates 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 By-Laws of the Society. No member shall be eligible as an Assembly delegate who has not served as a Chapter Officer or Director.

Section 3. **Directors-at-large:** One director shall be elected each year by the Chapter membership at its annual meeting to serve a term of three years beginning January 1st, next ensuing, and until a successor is elected and installed.

Section 4. **Immediate past president:** This person shall automatically assume a seat on the Board of Directors for a term of one year, serving at the President's request, but always acting as Nominating Committee Chair.

Section 5. **Vacancies:** In the event of death, resignation, removal, or expulsion of any officer or director, the Board of Directors shall elect a successor who shall take office immediately and serve until the next annual election.

Section 6. **Removal:** Any director who misses more than three consecutive board meetings without an excuse acceptable to the board may, by vote of the Board of Directors be given written notice of dismissal by the Chapter president and replaced in accordance with Section 5 above.

Section 7. **Board meetings:** The Board of Directors shall meet at least quarterly at such times and places as it may determine. It shall also meet at the call of the president or upon call of any three members of the Board of Directors. Notice at any meeting of the board shall be given to each director personally or by mail at least seven days prior to the meeting.

Section 8. **Quorum:** A majority of the Board of Directors shall constitute a quorum for all meetings of the board.

Section 9. **Policy:** Before any officer, director, committee chairperson, or member engages on behalf of the chapter in any activity which involves chapter policy he or she shall secure the approval of the board of directors.

Article VI – Officers

Section 1. **Term of office:** The offices of the Chapter shall be a president, a president-elect, vice president-membership, vice president-programs, secretary, and treasurer, all of whom shall be elected by the Chapter membership at its annual meeting for a term of one year. The president shall not succeed himself or herself.

Section 2. **President:** The president shall preside at all meetings of the Chapter and of the Board of Directors. The president shall appoint all committee chairs with the approval of the Board of Directors and shall by ex-officio member of all committees. The president shall perform all other duties incident to the office.

Section 3. **President-elect:** The president-elect shall, in the temporary absence or disability of the president, exercise the powers and perform the duties of the president. He or she will also perform any other duties prescribed by the Board of Directors. The president-elect shall officiate for the president, or in he president's inability to act. During the term of office, the president-elect shall become thoroughly acquainted with the functions of the president in preparation for assuming the presidency the following year. In the event of death, resignation or removal from office of the president, the president-elect shall succeed to the presidency forthwith for the remainder of the unexpired term. In such event the president-elect shall remain eligible for nomination and election to a full term as president.

Section 4. **Vice President-Membership; Vice President-Programs:** The vice presidents shall chair and oversee their respective areas and committees, and also assist the president and perform duties as prescribed by the Board of Directors.

Section 5. **Treasurer:** The treasurer shall receive and deposit all Chapter funds in the name of the Chapter in the bank or trust company selected and approved by the Board of Directors; issue receipts and make authorized disbursement by check after proper approval or authorization by the president of Board of Directors; and supervise any other investments of Chapter funds at the discretion of the Board of Directors. The treasurer shall prepare the Chapter's budget, make regular financial reports to the Board of Directors, and render an annual financial statement to the Chapter membership. The treasurer shall perform all other duties incident to the office.

Section 6. **Secretary:** The secretary shall record and keep minutes of all meetings of the Chapter and of the Board of Directors, issue notices of all such meetings, keep all Chapter records, and perform all other duties customary pertaining to the office entirely.

Section 6. **Compensation and reimbursement:** No elected officer of the Chapter shall be entitled to any salary or other compensation entirely.

Article VII – Nominations and Elections

Section 1. **Nominating Committee:** There shall be a Nominating Committee of no less than three members appointed by the immediate past president with approval of the Board of Directors at least 60 days prior to the annual meeting of the Chapter.

Section 2. **Nominations:** The Nominating Committee shall nominate candidates for all offices and expiring directorships and shall ensure that each candidate has been contacted, understands related duties and responsibilities and agrees to serve if elected.

Section 3. **Notice to membership:** At least 30 days before the annual meeting of the Chapter, the secretary shall mail to all Chapter members the list of candidates prepared by the Nominating Committee.

Section 4. **Nomination by Petition:** Additional nominations shall be by written petition signed by at least 10 members or associate members of the Chapter and filed with the secretary at least 15 days prior to the annual meeting, and the secretary shall immediately announce such additional candidates and the names of the first 10 signers of the petition(s) to the entire membership by mail.

Section 5. **Elections:** In the case of content for any office or directorship, the election shall be by secret ballot. Election shall be by majority vote of the members in good standing present and voting at the annual meeting.

Article VIII – Meetings

Section 1. **Annual Meetings:** There shall be an annual meeting of the Chapter held in November of each year at such time and place as the Board of Directors may designate. Twenty-five percent of the membership of the Chapter shall constitute a quorum for the transaction for all business, except amendment of these bylaws. In the absence of a quorum, no formal business other than the planned program and recess or adjournment may be transacted. Any member of the Chapter may, if he or she so desires, give his written proxy to another member. Such proxies shall be counted toward the quorum and shall be valid for all voting at the said meeting.

Section 2. **Chapter meetings:** Meeting of the Chapter shall be held at such time and place as designed by the Board of Directors but shall require at least 10 days advance written notice to all members.

Article IX – Committees

Section 1. **Appointment:** They shall be appointed by the president with the approval of the board. In addition to the Nominating Committee, managing, standing, and special committees shall be established as are deemed necessary.

Section 2. **Duties:** The duties of each committee shall be established at the time of its appointment.

Section 3. **Re-appointment:** All committees shall be appointed or re-appointed annually and shall serve for one year.

Section 4. **Committee reports:** The chairperson 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 X – Amendments to the By-Laws

Section 1. **Meeting:** Amendment to the By-Laws shall be voted at the annual meeting or at a special meeting of the membership called for the purpose and for which a 30-day notice is provided.

Section 2. **Proposal by the board:** As a representative body duly elected by the membership, the Board of Directors may propose amendments to these By-Laws by majority vote.

Section 3. **Petition to the board:** All petitions for amendments shall be signed by a least 10 percent of the members of the Chapter and submitted to the Board 60 days in advance of the annual meeting at which they will be considered.

Section 4. **Quorum:** Approval of an amendment shall require a majority vote of the members in good standing present and voting.

Section 5. **Approval:** Amendments to the By-Laws, approved by the Chapter, will become effective when approved by the Board of Directors of the Society.