

PUBLIC RELATIONS SOCIETY OF AMERICA, INC.
San Diego County Chapter
Bylaws

ARTICLE I -- Name

The name of this nonprofit professional organization shall be the San Diego County Chapter of the Public Relations Society of America, Inc. (PRSA).

ARTICLE II -- Objectives

The specific and primary purpose of the association is to operate as a professional association within the meaning of Section 23701e of the California Revenue and Taxation Code. **Our tax status is 501c-(6)** This organization does not contemplate financial gain or profit for its members, and is organized for nonprofit purposes. Notwithstanding any of the above statements of purposes and powers, this association shall not engage in any activities or exercise any powers that do not further the chapter's 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 challenges 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 and standing of the membership; to encourage students in development of skills in all aspects of the profession; and to promote fraternalism within the profession.

ARTICLE III -- Membership

Section 1. Eligibility. To be eligible for membership in the Chapter as an Active Member as defined under Section 6 below, a person must be a Member in good standing of the national society.

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 upon payment of Chapter dues.

Section 3. Retirement status. Any member of the Chapter who is eligible for retirement status may be recommended for such status by the Chapter's Board of Directors in accordance with provisions by the Bylaws of the Society.

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 an Assembly Delegate or as Professional Advisor to a PRSSA Chapter shall be limited to Members who are accredited.

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Section 6. Membership Categories. The San Diego County Chapter has six membership categories: Active, Local, Associate, Affiliate, Retired and Non-Resident.

Active: An active member is an individual who devotes a substantial portion of time to the professional practice of public relations or to the teaching or administration of public relations curriculum in an accredited college or university. Active members have the right to serve as a member of the chapter Board of Directors and serve as chair of a chapter committee.

Local: A local membership allows an organization, which employs many public relations professionals, access to a volume discount on multiple PRSA memberships. Local members are not eligible to serve on the board of directors and do not receive national PRSA membership benefits such as services or publications. They do receive recognition as a chapter-only member, including member pricing on events and activities, and local mailings or communications. To be eligible for a local membership, an organization must have at least three individual active memberships.

Associate: The Associate category was created for PRSSA graduates and other young professionals. A graduated dues structure is based on variables such as years of experience, employment if not a former PRSSA member, PRSSA status at time of graduation, or pursuit of a postgraduate degree. No individual may remain an Associate for more than two years.

Affiliate: To qualify as an Affiliate member of PRSA, the individual or company must be involved in some aspect of public relations, or as a vendor who provides a product or service to public relations practitioners. Affiliate membership shall not exceed 10 percent of the total chapter membership. Affiliate members are not eligible to serve on the board of directors and do not receive national PRSA membership benefits such as services or publications. They do receive recognition as a chapter-only member, including member pricing on events and activities, and local mailings or communications.

Retired: Former active PRSA members are eligible for membership at a reduced rate.

Non-Resident: Active PRSA members who do not live in the San Diego area are eligible for membership in the chapter at a reduced rate.

ARTICLE IV -- Dues

Section 1. Amount. The amount of Chapter dues shall be fixed by the Chapter's board of Directors and shall be payable in accordance with Chapter fiscal policies. If payment is not promptly received, the member shall be dropped from the Chapter membership rolls. In the event of termination of membership in the National Society, for any reason, by one who has already remitted dues to this Chapter for the current year, Chapter membership shall terminate automatically forthwith, and no refund of Chapter dues will be made.

Section 2. Nonpayment of Dues. Any member whose Chapter dues are unpaid for (stet) months or has been identified on a "dropped list" from National 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 has 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 five officers (including the immediate past president), ten directors, and the Assembly Delegate(s). To be eligible for election to the board of directors, an individual must be a member in good standing of this chapter.

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

Section 3. Directors. Each Director shall be elected by the Chapter membership at its Annual Meeting to serve a term of three years beginning January 1st when his/her successor is elected and installed. Directors may serve as officers, assembly delegates or as directors-at-large. In the event that more than three directors' positions become vacant in a given year, the Nominating Committee may opt to extend a director's position for another year in order to reduce excessive board turnover.

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

Section 5. Removal. Any director who misses three or more consecutive board meetings and or who is not performing his or her duties as determined by the Chapter President may be given written dismissal notice and replaced in accordance with Section 4 above.

Section 6. Board Meetings. There shall be at least ten meetings annually of the Board of Directors at such times and places as it may determine. It shall meet at the call of the President or upon call of any five members of the Board of Directors. Notice of each meeting of the Board shall be given to each director via phone, mail, email, fax or other available electronic means 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, President-elect, Immediate Past President, Secretary and Treasurer. The officers shall be elected for a term of one year and shall continue to serve until their successors are installed. No officer shall be eligible to succeed himself/herself in the same office more than once.

Section 2. President. The President shall preside at all meetings of the Chapter and of the Board of Directors. He/she shall appoint all committee chairs with the approval of the Board of Directors and shall be an ex-officio member of all committees except the Nominating Committee. The President shall perform all other duties incident to the office.

Section 3. President-elect. The President-elect shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The President-elect also shall assist the President and perform other duties as prescribed by the President.

Section 4. Secretary. The Secretary shall keep records of all meetings of the Chapter and the Board of Directors, send copies of such minutes as needed to Society Headquarters, oversee the chapter manager and perform all other duties customarily pertaining to the office.

Section 5. 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 by check after proper approval by the President or Board of Directors. The Treasurer shall prepare the Chapter's budget, make monthly written financial reports to the Board of Directors, render an annual financial statement to the Chapter membership within 45 days of the close of the fiscal year, and perform all other duties incident to the office.

Section 6. Compensations 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 and Assembly Delegates or their Alternates for the expenses incurred in connection with the performance of their duties.

Section 7. Immediate Past President. The Past President shall always accept responsibility for submitting the annual PRSA national chapter recognition competition award entry.

ARTICLE VII -- Nominations and Elections

Section 1. Nominating Committee. There shall be a Nominating Committee of no fewer than five Members appointed by the President with the approval of the Board of Directors at least thirty days prior to the Annual Meeting of the Chapter.

Section 2. Nominations. The Nominating Committee shall name a qualified nominee for each Officer, director and Assembly Delegate whose term is expiring. It shall ensure that each nominee has been contacted and agrees to serve if elected.

Section 3. Notice of Membership. The Secretary shall be responsible to see that the Nominating Committee's List of nominees is presented to all Chapter Members via mail, email, fax or other available electronic means at least fifteen days before the Annual Meeting of the Chapter. An individual may self nominate 15 days prior to the vote with five signatures of active members supporting him or her.

Section 4. Elections. Officers, Directors and Assembly Delegates shall be elected at the Annual Meeting of the Chapter. Election shall be by a majority vote of the Members in good standing who are present. Balloting in contested elections shall be by secret ballot. Balloting in contested elections shall be by secret ballot or from the floor as long as the Secretary was notified of the contest 14 days in advance.

ARTICLE VIII -- Committees

Section 1. Committee Categories. In addition to the Nominating Committee, there shall be standing committees that will fall under four main categories, oversight for which will be managed by directors as assigned. These categories are Reputation Management, Membership Services, Professional Development, and Finance/Resource Development. (We agreed to move the following details to a policies and procedures section due to the fact that very specific language can be limiting to future boards.)The standing committees shall include, but are not limited to, the following: Nominating, Monthly Luncheons, Bernie Awards, Eva Irving Community Service Award, Membership/Recruitment, Public Relations Student Society of America, Accreditation, Diogenes Award, Public Service and Media Relations. Other standing committees may be formed at the discretion of the President.

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

Section 3. Committee Reports. The chairperson of each committee shall report its activities regularly to the officer with oversight responsibility for its committee category.

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Section 5. Eva Irving Community Service Award Committee. A separate bank account will be maintained to support this activity at least through the year 2017 with funds donated by friends of Eva Irving.

Interest earned from this account will be used to pay for the costs of this annual achievement award as well as a monetary gift to be paid to the charity of choice or the local PRSA chapter scholarship fund on behalf of the honoree by the San Diego chapter. However, organizations and charities that are ineligible to receive this funding include:

- Organizations that do not have 501(c) (3) or a 501(c) (6) tax-exempt status
- Individuals (except the student who receives the PRSA San Diego chapter scholarship award)
- Political, labor, religious or fraternal organizations
- Amateur sports groups, teams, or leagues

The local chapter board of directors will assess the accrued interest each year to determine the final amount that can be awarded each year on behalf of the Eva Irving Award recipient. The funds for the award itself and any contribution to an eligible charity or the local PRSA scholarship fund will be paid out of the interest from the fund. The total amount, for the award and the contribution, shall be no less than \$200 and no more than \$250 depending on the current funds available.

The award honors a public relations professional for significant achievement as a volunteer among not-for-profit organizations in San Diego County, either over the year just past or for cumulative work over many years. The committee to select the winner shall include one of the original donors to the fund, if available, and the first choice to chair this committee each year shall be the winner from the previous year. Funds from this award shall be administered by The San Diego Foundation or its successor.

ARTICLE IX -- Chapter Meetings

Section 1. Annual Meeting. There shall be an Annual Meeting in September or October 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 monthly meetings at least ten times a year at such times and places as may be designated by the Board.

Section 3. Special Meetings. Special Meetings of the Chapter may be called by the President, the Past President, or a majority of the Board of Directors, or on written request by 25 percent of the Chapter Members.

Section 4. Notice of Meetings. Notice of the Annual Meeting shall be mailed, emailed, faxed or sent by other available electronic means to each member at least fifteen days in advance. Notice of a regular or special meeting shall be mailed to each member at least ten days in advance.

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

ARTICLE X -- Amendments

These Bylaws may be amended by two-thirds of the members present at any meeting for which at least fifteen days notice has been given to all members of the proposed amendment(s), provided such amendments have been approved by the Chapter's Board of Directors. Amendments adopted in accordance with this provision become effective only after approval by the Society's national Board of Directors.

Approved by the Chapter at large October 2000 and amended last on November 15, 2005
Gayle Lynn Falkenthal, APR, Secretary

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Amendments to the Chapter Bylaws

Amended on December 12, 2002 by a vote at the Annual Meeting:

ARTICLE V -- Board of Directors

Section 1. Composition. The governing body of the Chapter shall be a Board of Directors consisting of five officers (including the immediate past president), ~~nine~~ ten directors, and the Assembly Delegate(s). To be eligible for election to the board of directors, an individual must be a member in good standing of this chapter.

Amended on November 15, 2005, by a vote at the Annual Meeting:

ARTICLE VIII -- Committees

Section 5. Eva Irving Community Service Award Committee. A separate bank account will be maintained to support this activity at least through the year 2017 with funds donated by friends of Eva Irving.

~~Interest earned from this account will be used to pay for costs of this annual achievement award. Should earnings not be sufficient, members of the committee can use up to 10 percent of the principal once every three years to support the program. After the year 2017, members of the board will decide the best use for funds remaining in this separate account.~~

Interest earned from this account will be used to pay for the costs of this annual achievement award as well as a monetary gift to be paid to the charity of choice or the local PRSA chapter scholarship fund on behalf of the honoree by the San Diego chapter. However, organizations and charities that are ineligible to receive this funding include:

- Organizations that do not have 501(c) (3) or a 501(c) (6) tax-exempt status
- Individuals (except the student who receives the PRSA San Diego chapter scholarship award)
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