

PUBLIC RELATIONS SOCIETY OF AMERICA
Minutes of the Quarterly Meeting of the National Board of Directors
January 23-24, 2009

PRSA Headquarters
33 Maiden Lane, 11th Floor
New York, NY 10038-5150

Officers Present: Michael G. Cherson, APR
Gary McCormick, APR, Fellow PRSA
Thomas E. Eppes, APR, Fellow PRSA
Leslie J. Backus, APR
Jeffrey P. Julin, APR

Directors Present: Lynn D. Appelbaum, APR, Fellow PRSA
Kathy Nelson Barbour, APR
Steven Lewis Grant, APR
Jim Haynes, APR, Fellow PRSA
Kathryn D. Hubbell, APR, Fellow PRSA
Catherine A. Huggins, APR
David M. Imre, APR
Donald P. Kirchoffner, APR, Fellow PRSA
Gail D. Liebl, APR
Deborah A. Silverman, Ph.D., APR
Philip A. Tate, APR
Gail A. Winslow-Pine, APR

Staff Present: William Murray, President & Chief Operating Officer
Phil Bonaventura, Chief Financial Officer
Christina Darnowski, Director of Research and Project Management
Arthur Yann, Vice President, Public Relations
John Elsasser, Director of Publications
Barbara Mc Donald, Vice President, Marketing
Donna Jonas, Executive Assistant

Guests: Kathy Lewton, APR, Fellow PRSA
Debbie Mason, APR, Fellow PRSA
David C. Rickey, APR

Mr. Cherson called the meeting to order at 9:04 AM ET. A quorum was present.

Pulse of the Profession: Board Member Interviews

Members of the Board reported on the interviews they held with members throughout the country. A discussion was held regarding the status of the public relations profession and how our members are coping with current economic conditions. Trends in public relations were also discussed, as well as the value of PRSA in our members' careers.

Action Item: Group leaders, Ms. Silverman, Ms. Winslow-Pine and Ms. Backus, will create an outline for a thought leadership paper that gives insight into what PRSA thinks about social

media. It was suggested that a work group will work with Mr. Yann to discuss outreach, deliverables and the communications program. Another work group will work with Mr. Elsasser on content.

MOTION:

Mr. Imre moved and Ms. Liebl seconded a motion that the Board revise the agenda so that the Board can add time to include the vision for 2009 and to ensure discussion on how the Board will illustrate thought leadership as a Board.

MOTION:

Ms. Winslow-Pine moved to call the question; Ms. Huggins seconded. Motion passed.

The original motion passed.

President and COO Report

Mr. Murray reported on the 2009 major initiatives of PRSA. The major initiatives for 2009 include: Bylaws Rewrite; Chapter Survey; Business Case for Public Relations; and Web Site Rebuild.

Mr. Murray outlined a new initiative regarding Accreditation.

Motion: The Executive Committee forwarded the following Resolution to the PRSA Board of Directors to support the concept of a military-specific APR test and credential and recommends that the Universal Accreditation Board work with PRSA to implement this program. Motion passed.

**Universal Accreditation Board and
United States Department of Defense Joint Venture**

WHEREAS the Public Relations Society of America, the world's leading advocate for communications professionals, is committed to advancing the careers of its members by recognizing and honoring the capabilities and accomplishments of members through credentialing;

WHEREAS the Universal Accreditation Board, a part of PRSA, whose two-fold mission is to unify and advance the public relations profession by recognizing those who have demonstrated broad knowledge, experience and professional judgment in the field through Accreditation, and to increase the visibility, credibility, and perceived market value of Accreditation in public relations to key decision makers who hire, recruit, and manage public relations practitioners;

WHEREAS the United States Department of Defense seeks to establish a professional development and accreditation program for those responsible for public communication for the Department of Defense. This includes military members (active and reserve), DOD civilians, and contractors whose primary responsibilities lie in military communication-related fields;

THEREFORE, BE IT RESOLVED

The 2009 PRSA Board of Directors supports the concept of a joint venture of the Universal Accreditation Board with United States Department of Defense to develop a new military-specific Accreditation in Public Relations examination, APR-M, which would serve to certify that members of various military services have demonstrated fluency in both the bodies of knowledge necessary for public relations, as well as those

necessary for military service communication, subject to presentation and approval of the final agreement structure.

Mr. Murray provided an operational update to the Board regarding membership, professional development, Accreditation, Sections, events, the Job Center, our public relations initiatives and research findings. He offered examples of how PRSA is responding to findings from the 2008 member survey.

PRSA Foundation Report

Kathy Lewton, APR, Fellow PRSA, PRSA Foundation President and Debbie Mason, APR, Fellow PRSA, PRSA Foundation President-Elect presented the PRSA Foundation 2009-2011 Strategic Plan to the Board of Directors. The Board thanked Ms. Lewton and Ms. Mason for their presentation.

PRSA Bylaw Rewrite

Mr. Chersonson outlined the procedures for the Bylaw Rewrite discussion.

MOTION:

The Executive Committee presented a motion proposing that votes by the Board of Directors to accept a recommendation from the Bylaws Rewrite Task Force must pass with at least a 2/3 majority, to demonstrate broad support and to mirror the procedure that is used by the Assembly in amending PRSA's Bylaws. Motion passed.

David Rickey, APR, Task Force Chair and Christina Darnowski, PRSA Director of Research and Project Management presented the recommendations of the PRSA Bylaw Rewrite Task Force to the Board of Directors for consideration.

Membership Classes

MOTION:

Ms. Huggins moved and Mr. Imre seconded that the Board allow a broader scope of practitioners to become members and that the Board take an informal poll regarding the following issues: 1) creating two different classes of members, and 2) opening voting membership in PRSA to anyone engaged in the practice of public relations and communication. Motion passed.

MOTION:

Mr. Julin moved and Ms. Applebaum seconded that the Board not approve maintaining status quo, nor redefine membership eligibility. Motion passed.

MOTION:

Ms. Winslow-Pine moved and Ms. Silverman seconded that the PRSA Board not accept the three recommendations as proposed and that the recommendation read, "allow a broader scope of practitioners to become members (give the Board flexibility in creating new membership categories) and that membership in PRSA is open to anyone engaged in the practice of public relations, or affiliated communications professionals. Motion passed.

The following Motion was subsequently offered to clarify the Motion above.

MOTION:

Mr. Julin moved and Ms. Silverman seconded that the Board allow a broader scope of practitioners to become members. Membership in PRSA is open to anyone engaged in the professional practice of public relations/communications. Motion passed.

Chapter Membership Requirements

Mr. Grant moved and Ms. Hubbell seconded that PRSA allow one-year, non-renewal Chapter and/or District only trial membership at a dues level to be determined by the Board. Motion failed.

Action Item: Mr. Murray will look at the membership stats and report back to the Board about pricing structure.

MOTION:

Mr. Imre moved and Ms. Winslow-Pine seconded that the Board accept the recommendation of the Bylaws task force to maintain the status quo for Chapter requirements for membership. Motion passed.

Popular Vote vs. Delegate

MOTION:

Mr. Imre moved and Ms. Huggins seconded that the Board support the Task Force's recommendation that the membership directly elect the Board of Directors and Officers. Motion passed.

MOTION:

Ms. Barbour moved and Mr. Julin seconded that for an individual to run by petition, they must receive signatures of a minimum of 25 Assembly Delegates. Motion passed.

Role of the Assembly

MOTION:

Mr. Julin moved and Mr. Tate seconded that the Board recommends adding language to the current Bylaws referring to Chapter representation in Assembly so that at least one Chapter Delegate be the President, President-elect or their designee. The Board also accepts the addition to the Leadership Assembly of the District Chair, Section Chair, National Committee Chairs and Board of Directors. Motion passed.

Who Sets Dues

MOTION:

Mr. Tate moved and Mr. Haynes seconded that the Board accept the recommendation of the task force regarding Leadership Assembly approval of dues structure as proposed by the Board. Motion passed.

Leadership – Board Requirements/Composition

MOTION:

Ms. Winslow-Pine moved and Ms. Liebl seconded that the Board accept the recommendations in full as written. The recommendations are:

- National Board should be representative of the membership (gender, age, geography, industry, specialization, race, experience).
- Voting Board size should remain at 17.

- Remove formal geographic criteria. All director positions are at-large, but based on Nominating Committee criteria that consider candidates reflective of the membership.
- Requirement to be a director – PRSA member in good standing. APR and/or PRSA leader (Chapter Board, National committee chair, Section or District leader) and/or 20+ years as a professional with increasing levels of responsibility.
- Requirement to be an officer – same as requirements to be a Director plus has served on National Board.
- Bylaws should allow for up to two Board members who will serve ex-officio – these Board members need not be members of PRSA (appointed by the Board).

Motion passed.

Leadership – Nominating Process

MOTION:

Ms. Barbour moved and Mr. Imre seconded that:

- the Immediate Past Chair chairs the nominating committee;
- the COO serves in an ex officio, non-voting and non-deliberating fashion;
- support recommendations from task force for requirements to be on the committee;
- candidates can run by petition;
- nominating committee will use current language for advancing recommendations for voting;
- the Board of Directors will put forth two non-Board members to sit on the nominating committee.

Motion passed.

Term Limits

MOTION:

Mr. Eppes moved and Ms. Applebaum seconded that the Board accept the recommendation of the task force.

- Directors are allowed to serve up to two, two-year elected terms. These may be served consecutively or not.
- Directors are not precluded from running for officer positions.

Motion passed.

The Board stated its appreciation to the Bylaw Rewrite Task Force for its efforts in researching, reviewing and presenting recommendations for changes to PRSA's governance structure that will help move the Society forward.

Finance Report

Mr. Eppes and Mr. Bonaventura reported on the financial status of the Society. Mr. Bonaventura related the process for selection of the new investment firm, Wachovia Securities, and outlined the portfolio goals. He stated that PRSA has a plan in place to respond to current economic conditions, with steps to accommodate future market and operational changes.

MOTION:

The Investment Committee moved that the new Investment Policy be approved. Motion passed.

Approval of 2009 Committee Chair Appointments and Liaison Assignments

Mr. McCormick moved and Ms. Silverman seconded a motion to approve the 2009 Committee Chair appointments and liaison assignments as presented by Mr. Cherson. Motion passed.

Approval of Minutes

Mr. Tate moved and Mr. Imre seconded a motion to approve the minutes from the December 22, 2008 Board of Directors conference call. Motion passed.

Open Discussion/New Business

MOTION:

Ms. Huggins moved and Mr. Imre seconded that as head of the Strategic Planning committee, Gary McCormick, APR Fellow PRSA, working with staff, proactively approach “peer” PR organizations to continue dialogue and identify opportunities to partner with these organizations in enhancing the value and credibility of the PR industry. Motion passed.

Mr. Julin moved and Mr. McCormick seconded to go into executive session. Motion passed.

Mr. Imre moved and Mr. Kirchoffner seconded to go out of executive session. Motion passed.

The meeting was adjourned at 3:05 ET on January 24.

Respectfully submitted,

Leslie J. Backus, APR
2009 Secretary