

PUBLIC RELATIONS SOCIETY OF AMERICA BYLAWS

PREAMBLE

The Public Relations Society of America ("the Society" or "PRSA") serves 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. PRSA, the world's leading advocate for public relations professionals, advances 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.

ARTICLE I

Name

The name of this corporation is **Public Relations Society of America, Inc.**

ARTICLE II

Purposes and Limitations

Section 1. The Society is organized and shall be operated exclusively as a not-for-profit trade association within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (collectively referred to as "the Code"), and exempt from taxation under Section 501(a) of the Code. Its specific purposes are set forth in the Society's Articles of Incorporation. The Society shall not directly or indirectly conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Code Sections 501(c)(6) and 501(a), or by an organization formed under the New York Not-for-Profit Corporation Law ("N-PCL"), as the same may be amended or supplemented.

Section 2. No part of the net earnings of the Society shall inure to the benefit of any member, director or officer of the Society, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Society. No member, director or officer of the Society, or any private person, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Society.

ARTICLE III

Membership

Section 1. **Classes of Membership.** There shall be two classes of membership: General Member and Associate Member (collectively referred to as "members" or the "membership"). New classes of

membership or removal of membership classes may not be made except by amendment to these Bylaws.

Section 2. Eligibility.

(a) Membership in the Society is open to any individual engaged in the professional practice of public relations who promotes the purposes of the Society. To be eligible as a member of the Society, the applicant shall have a reputation for ethical conduct and integrity, agree to abide by these Bylaws, the PRSA Code of Ethics, and all applicable policies and procedures, as they may be amended from time to time, and meet the specific qualifications of the class of membership. Subject to the approval of the board, the secretary or any other person appointed by the board shall have the authority to grant or deny membership after consideration of a completed membership application submitted by the applicant. The board shall have the power to admit into membership, on a group basis, individual members of any public relations organization or entity on such terms and conditions as the board may determine.

(b) General membership is open to any individual who for two or more years: (i) devotes a substantial portion of time to the paid professional practice of public relations, or (ii) serves as a teacher or administrator of public relations courses at an accredited college or university. Unemployed applicants may be eligible for admission as a General Member if they have held a position that meets one of the above requirements within the last five years, or they must have one of the following: a degree in public relations; another academic degree from a program that meets the standards for a Public Relations Student Society of America ("PRSSA") charter or a program that has received PRSA Certification for Education in Public Relations; Accreditation in Public Relations ("APR" or "Accreditation"); or has been a General Member in good standing for at least five years immediately prior to entering retirement status, as defined by the board.

(c) Associate membership is open to any individual who: (i) for less than two years devotes a substantial portion of time to the paid professional practice of public relations or to the teaching of public relations courses at an accredited college or university; (ii) is a recent graduate who has received a degree in public relations; (iii) is a PRSSA member enrolled at least part time at an accredited college or university and is within five months of receiving a baccalaureate or graduate degree in public relations; or (iv) is enrolled in a full-time graduate degree program for the purpose of teaching or practicing public relations. No individual may remain as an Associate Member for more than two years; provided, however, full-time graduate students pursuing a degree for the purpose of teaching or practicing public relations may remain as Associate Members for a total of six years during full-time study.

(d) Any individual who makes a material misstatement or omission of fact in an application for membership, including but not

limited to concealing information regarding a conviction or sanction demonstrating the applicant's violation of the PRSA Code of Ethics, may be barred from membership or expelled from the Society.

(e) 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 and/or Leadership Assembly from time to time. Any payments by a member to a Chapter, Section or other body or affiliate of the Society, does not mitigate such member's financial obligations to the Society.

Section 3. Rights and Privileges of Membership.

(a) General Members shall have the right to serve as a member of the board, a chair of a committee of the Society, and to hold PRSA National, District or Section offices.

(b) Any member who is not in good standing, as determined by the board after appropriate due process, shall not be listed in the Society's directory and shall not be entitled to vote, hold office or enjoy any other privilege of membership. A member is presumed to be in good standing unless he or she has failed to adhere to the Society's Bylaws or applicable policies and procedures, or failed to pay his or her financial obligations as required by these Bylaws, or otherwise caused harm to the Society.

Section 4. Continuance of Membership. Members who leave the professional practice, teaching or administration of public relations may continue membership, provided that such members continue to abide by the Society's Bylaws, applicable policies and procedures and the PRSA Code of Ethics.

Section 5. Annual Meeting of the Membership. The annual meeting of the membership shall be held on such date, time and place within or outside the state of New York as may be designated from time to time by the board. Notice of the annual meeting shall be given to all members of the Leadership Assembly not less than 30 days or more than 50 days before such meeting and in accordance with Article XV.

Section 6. Regular and Special Meetings.

(a) Regular or special meetings of the Leadership Assembly may be held, within or without the state of New York, at any time upon call of the board or on petition signed by at least 25 percent of the Leadership Assembly delegates.

(b) Notice of a regular or special meeting shall be given in accordance with Article XV to all members of the Leadership Assembly not less than 10 nor more than 50 days before such meeting. No business shall be transacted at any special meeting unless the purpose of such business is stated in the notice.

Section 7. Termination of Membership. The board may, by an affirmative vote of two-thirds of the entire board, expel any member who shall have been convicted of, or shall have pleaded "No Contest" to a charge of, a felony or misdemeanor related to the

conduct of the public relations profession. Membership in the Society may also be terminated by the timely (as determined by the board) submission of written notice of membership resignation or non-renewal. Termination of membership shall not extinguish a member's financial obligations to the Society. The board may establish criteria and procedures for reinstatement of membership after termination.

Section 8. Membership Initiation Fee. There shall be an initiation fee charged to all applicants for membership, and this fee, as proposed by the board and approved by the Leadership Assembly, shall accompany all membership applications. The board shall have the authority to waive or change the initiation fee charged to applicants for membership.

Section 9. Membership Dues. The Leadership Assembly shall approve the membership dues structure, which shall be proposed by the board. Payment of annual dues to the Society shall constitute an agreement to abide by the Society's Bylaws, applicable policies and procedures, and the PRSA Code of Ethics, as they may be amended from time to time.

Section 10. Nonpayment of Financial Obligations. No member shall be considered to be in good standing if his or her financial obligations are in arrears as set forth in PRSA policy. Members not considered to be in good standing on the basis of nonpayment of financial obligations shall have their membership automatically terminated.

ARTICLE IV

The Leadership Assembly

Section 1. Powers.

(a) There shall be a Leadership Assembly of the Society composed of delegates of the membership who shall have and may exercise all the powers, rights and privileges of members, including, but not limited to, the power to elect directors and officers, the power to amend these Bylaws, approve Chapter dissolutions and approve a dues structure proposed by the board.

(b) The Leadership Assembly shall advise the board and the profession regarding issues of concern to the profession of public relations. To this end, the Leadership Assembly shall identify, discuss and address issues of concern to the public relations profession, and serve as a liaison between the board and the Chapters, Districts, Sections and membership.

Section 2. Leadership Assembly Delegates. The Leadership Assembly shall be composed of delegates representing the membership. As a minimum requirement, all delegates and alternates, with the exception of the international delegate(s)-at-large, shall either be Accredited or a current or former board member of their respective Chapters, Districts or Sections. The Chapter president, president-elect, or his or her designee shall serve as a Chapter delegate

unless otherwise ordered by the Chapter. An alternate delegate may vote at meetings of the Leadership Assembly only in the absence of the delegate whom the alternate is to replace. The board may establish additional criteria for delegates and alternate delegates.

The delegates to the Leadership Assembly shall consist of:

- (a) One or more delegates from each Chapter ("Chapter delegates") on the basis of one Chapter delegate for every 100 Chapter members eligible to vote, or fraction thereof;
- (b) All current members of the board of the Society;
- (c) The chairs of each District and Section and the College of Fellows;
- (d) One delegate for members who are residents of Canada ("Canadian delegate"), to be elected in accordance with any requirements established by the board;
- (e) One or more delegates for members who reside outside the United States and Canada and who do not belong to a PRSA Chapter ("international delegate-at-large"), on the basis of one delegate for each 100 such members of the Society or fraction thereof as determined by the secretary of the Society, to be elected in accordance with any requirements established by the board;
- (f) One or more delegates for all other members of the Society who are not in a Chapter area ("delegate-at-large") on the basis of one delegate for each 100 such members of the Society or fraction thereof as determined by the secretary of the Society, to be elected in accordance with any requirements established by the board;
- (g) The president of PRSSA;
- (h) Any chair of any committee or task force of the Society established by the board pursuant to Article VI, all of whom shall be nonvoting members of the Leadership Assembly; and
- (i) Past chairs of the Society board, all of whom shall be nonvoting members of the Leadership Assembly.

Section 3. Selection of Chapter Delegates. Chapter delegates may be elected or appointed by members of each Chapter who are in good standing with respect to both the Chapter and the Society. Each Chapter shall certify to the secretary or his or her designee the names and addresses of its Chapter delegates at least 60 days prior to the annual meeting of the membership, and shall promptly notify the secretary or his or her designee when it has replaced a Chapter delegate or alternate delegate.

Section 4. Term of Office. The term of office of all elected delegates, except Chapter delegates, shall be one year beginning January 1 or until their successors are elected. The term of all Chapter delegates shall be established by the individual Chapters in their own bylaws. Delegates may serve more than one term.

Section 5. Quorum. A quorum for the transaction of business at any meeting of the Leadership Assembly shall be the presence of one-third of all Leadership Assembly delegates in person or by proxy.

ARTICLE V Officers and Board of Directors

Section 1. Composition of the Board of Directors. The business and affairs of the Society shall be managed and controlled by a Board of Directors. The number of voting directors shall be 17, consisting of four officers, 12 directors and the immediate past chair of the Society who shall serve *ex officio*. Each District shall be represented by at least one director, while two directors will serve in an at-large capacity. Each director and officer, except for the immediate past chair, shall be elected by the Leadership Assembly at its annual meeting. In addition, the board may elect up to two special nonvoting directors; such individuals need not meet the eligibility requirements set forth in Section 2 of this Article.

Section 2. Eligibility.

(a) To be eligible as a director, the individual must be APR, be a member of the Society in good standing and have at least one of the following qualifications: (1) held a leadership role within the Society, including, but not limited to, served as a member of a Chapter, District or Section board of directors, chaired a national or local committee or task force, or served as an Assembly delegate; or (2) served as a public relations professional for 20 or more years, with increasing levels of responsibility.

(b) To be eligible as an officer, an individual must meet the eligibility criteria required of a director and must have served on the Society's board. A person currently serving as a director may seek to be elected for an officer position.

Section 3. Vacancies.

(a) Vacancies occurring among the directors, other than the office of the chair and CEO or the chair-elect, may be filled for the balance of the unexpired term by the board at any regular meeting or at any special meeting of the board called for that purpose.

(b) In the event the chair and CEO position becomes vacant for any reason or the chair and CEO temporarily is unable to serve, the order of succession shall be: the chair-elect, the immediate past chair, the treasurer, the secretary and any voting director elected by majority vote of the board.

(c) If the chair-elect position becomes vacant for any reason, the chair and CEO shall request the Nominating Committee to nominate a replacement. The Nominating Committee shall present a recommendation to the board. The board, by majority vote, shall elect a replacement to fulfill the responsibilities of the chair-elect. No person elected as a replacement for the office of chair-elect shall automatically assume the office of chair and CEO upon completion of service as the chair-elect, but may seek election by the Leadership Assembly for such office at the next annual meeting of the membership.

Section 4. Removal. An officer or director may, by the affirmative vote of two-thirds of the directors in office, or by a majority vote of the Leadership Assembly at a special meeting called for that purpose,

be removed from office on one of the following grounds:

- (a) failure to attend two successive board meetings;
- (b) censure or suspension for violation of the PRSA Code of Ethics, policies and procedures, or Bylaws; or
- (c) engaging in conduct that is detrimental to the best interests of the Society.

Section 5. Meetings of Directors.

- (a) Annual and regular meetings of the board shall be held at such date, time and place within or without the state of New York as determined by the chair and CEO or the board.
- (b) Special meetings of the board may be called by the chair and CEO, and must be called at the written request of two members of the board. The Leadership Assembly may, by majority vote, call a special meeting of the board. No business shall be transacted at any special meeting except that specified in the notice.
- (c) A majority of the directors in office shall constitute a quorum at all meetings of the board.
- (d) Notice of any meeting of the board shall be given to each director at least five days prior to the meeting.

Section 6. Compensation and Reimbursement. No elected officer or director of the Society shall be entitled to any salary or other compensation for their services as such, but the board may reimburse any elected officer or director for expenses reasonably incurred in connection with the performance of Society duties.

Section 7. Term of Office of Directors. Directors shall be elected by the Leadership Assembly at its annual meeting, and shall hold office for a staggered term of two years and until their successors take office. The terms shall be staggered so that the terms of six directors expire each year. Directors shall not serve more than two terms consecutively, but may again be eligible for election after one year off the board.

Section 8. Officers. The officers of the Society shall consist of the chair and CEO, chair-elect, treasurer and secretary. The board may appoint such other officers with such powers and duties as it may deem advisable.

- (a) Chair and CEO. The chair and CEO shall preside at all meetings of the Leadership Assembly and the board, monitor the activities of the Society and make recommendations with respect thereto to the board, and perform such duties as may be assigned by the board. The chair and CEO shall be an *ex officio* member of all committees, except the Nominating Committee, the Board of Ethics and Professional Standards and the Universal Accreditation Board ("UAB").
- (b) Chair-elect. The chair-elect shall, in the absence of the chair and CEO, preside at all meetings of the Leadership Assembly and of the board, and shall perform such duties as may be assigned by the board or by the chair and CEO.
- (c) Treasurer. The treasurer shall perform all duties incident to the office of treasurer, subject to the control of the board; shall advise with respect to the preparation of the Society's budget; and shall

perform such other duties as may be assigned to the treasurer by the board.

- (d) Secretary. The secretary shall act as secretary of all meetings of the Leadership Assembly and of the board; shall keep or cause to be kept the minutes of all such meetings; shall perform all duties incident to the office of secretary, subject to the control of the board; and shall perform such other duties as may be assigned by the board.

Section 9. Term of Office of Officers.

- (a) The chair-elect, treasurer and secretary shall be elected annually by the Leadership Assembly and shall hold office for a term of one year beginning January 1 and until their successors are elected.
- (b) Unless otherwise provided in these Bylaws, the chair-elect shall automatically become chair and CEO after serving a one-year term as chair-elect or in the event that the chair and CEO position becomes vacant for any reason.
- (c) No person shall be eligible to hold more than one office at the same time.

Section 10. Ineligibility.

- (a) Members of the board are ineligible to serve as District or Chapter officers, Chapter delegates or alternates, Section chair, or as an officer of the College of Fellows, and are ineligible to serve on the Board of Ethics and Professional Standards or the UAB. Any member of the board shall automatically relinquish other such positions at the commencement of the term of office on the board.
- (b) No member of the board, except the immediate past chair, may serve on the Nominating Committee.

ARTICLE VI

Boards, Committees, Task Forces

Section 1. Executive Committee. The officers and the immediate past chair shall comprise the Executive Committee of the board. The president and COO serves *ex officio* without a vote. The Executive Committee shall have and exercise the authority of the board in the management of the Society between meetings of the board, unless limited by these Bylaws.

Section 2. Other Boards, Committees and Task Forces. The board may appoint and dissolve such other boards, committees and task forces, other than those established pursuant to these Bylaws, as the board may deem necessary or advisable. The board shall determine the duties of any such group, its size and tenure. All boards, committees and task forces established under this Section shall be subject to the authority of the board.

ARTICLE VII

Nominating Committee and Nominations

Section 1. **Appointment and Selection.** There shall be a Nominating Committee consisting of:

- (a) one member representing each District, or in the absence of such member, an alternate selected by the District;
- (b) two members-at-large and two alternate members to act in the absence of such members, each appointed by the board of the Society, for a term expiring December 31 following and until their successors are appointed;
- (c) the chair of the Society next preceding the immediate past chair of the Society's board, who shall serve as the chair of the Nominating Committee;
- (d) the chair and chair-elect of the College of Fellows;
- (e) three representatives from Section Council to be selected by said Council;
- (f) one member of the Past Presidents' Council to be selected by said Council; and
- (g) the immediate past chair and the Society's president and COO, who shall serve as nonvoting *ex-officio* members.

Section 2. **Eligibility.**

- (a) To be eligible to serve on the Nominating Committee, the individual must be a member of the Society in good standing and have at least one of the following qualifications: (1) an APR; (2) held a leadership role within the Society, including, but not limited to, served as a member of a Chapter, District or Section board of directors, chaired a national or local committee or task force, or served as an Assembly delegate; (3) served as a public relations professional for 20 or more years, with increasing levels of responsibility.
- (b) Unless otherwise provided in these Bylaws, current directors and officers of the Society are not eligible to serve on the Nominating Committee. No member of the Nominating Committee and no alternate who is serving in place of a Nominating Committee member may be nominated as an officer or director of the Society's board.
- (c) No one may serve as a member of the Nominating Committee for more than two consecutive years. If the chair of the College of Fellows has already served two consecutive years, he or she shall select another Fellow to serve as a member of the Nominating Committee.

Section 3. **Input.** The Nominating Committee shall develop and implement procedures to solicit and encourage fair, balanced and confidential input from all PRSA members on board candidates.

Section 4. **Duties and Procedures.** It shall be the duty of the Nominating Committee to make and present to the membership, based on specific and objective criteria, candidates for the offices of chair-elect, treasurer and secretary, other members of the board, and any other positions requested by the board, whether as a slate or as

individual candidates, as hereinafter provided:

- (a) All members of the Society shall be advised of the report of the Nominating Committee at least 60 days prior to the annual meeting of the Leadership Assembly.
- (b) If, between the time of nomination and the annual meeting of the Leadership Assembly, a nominee dies or declines to serve, the Nominating Committee shall make a substitute nomination.
- (c) If there are no candidates for a District director position by the initial deadline, the Nominating Committee has the authority to convert that to an at-large position for that election.

Section 5. **Nomination by Petition.** Nominations may also be made by petition by at least 10 Leadership Assembly delegates and filed with the secretary of the Society at the PRSA Headquarters at least 30 days prior to the annual meeting of the Leadership Assembly. Immediately upon receipt of any such nominations, the secretary shall send a notice of such nominations to all members.

Section 6. **Compensation and Reimbursement.** The board may reimburse members of the Nominating Committee for travel expenses reasonably incurred in connection with the performance of Nominating Committee duties.

ARTICLE VIII

Chapters

Section 1. **Establishment and Dissolution.**

- (a) The board may establish Chapters according to the policies and procedures of the board and on petition of 10 or more members in good standing of the Society in a given area. Each Chapter must adhere to any policies and procedures established by the Society's board and applicable to Chapters.
- (b) The board may dissolve Chapters with Leadership Assembly approval. Upon dissolution of a Chapter, the Chapter's remaining funds shall be transferred to the Society and distributed as designated by the board.
- (c) Bylaws of a Chapter and amendments thereto shall not conflict with those of the Society and must be approved by the board of the Society to become effective.

ARTICLE IX

Districts and Sections

Section 1. **Districts.** The board shall divide the United States into Districts, and shall provide uniform procedures for the governance and operation of the Districts.

Section 2. **Sections.** The board may form and dissolve Sections within the Society under such rules and regulations as may be adopted by the board.

ARTICLE X

Communities

Section 1. **College of Fellows.** There is established within the Society a College of Fellows ("College"), which honors senior practitioners for career achievement. Admission shall be open to all members who meet the criteria developed and amended by the College and approved by the Leadership Assembly in accordance with the policies of the board, and apply using the prescribed forms. Members denied admission may appeal to the board, which shall act on such petitions expeditiously.

Section 2. Past Presidents' Council

(a) There is a Past Presidents' Council, consisting of all past chairs and CEOs of the board of the Society and past presidents of the Society. The Past Presidents' Council may be called on or convened for advice by the officers or the board of the Society.

(b) The immediate past chair of the Society may call meetings of the Council and act as chair thereof.

Section 3. Public Relations Student Society of America

("PRSSA"). PRSSA consists of a national organization and local Chapters, the membership being limited to students enrolled in colleges and universities where PRSSA Chapters exist, subject to the provisions of these Bylaws and the PRSSA Bylaws.

(a) The governing documents of PRSSA and any of its Chapters shall not conflict with those of the Society, and any amendments to PRSSA Bylaws shall be subject to the approval of the PRSA board. Amendments to the Society's Bylaws affecting PRSSA shall immediately become part of the PRSSA Bylaws and shall not require the approval of the PRSSA Assembly or the PRSSA National Committee to become effective. The PRSA board may establish additional policies and procedures with respect to PRSSA.

ARTICLE XI

Financial Provisions

Section 1. **Bonds.** All persons having power to make disbursements or sign checks on behalf of the Society shall be bonded at the expense of the Society in amounts to be determined by the board.

Section 2. **Audit.** The books of the Society shall be audited at least once annually by certified public accountants to be engaged at the expense of the Society in amounts to be determined by the board.

Section 3. **Indemnity.** Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate, is or was a director or officer of the Society or serves or served any other entity or organization in any capacity at the request of the Society shall be indemnified by the Society, and the Society may advance related expenses, to the fullest extent authorized or permitted by law.

Section 4. **Limitation of Liability.** The personal liability of the officers and directors of the Society is hereby eliminated, to the fullest extent permitted by law.

ARTICLE XII

Code of Ethics

Section 1. Board of Ethics and Professional Standards.

(a) There shall be a Board of Ethics and Professional Standards, which shall: make recommendations to the board to refine the Society's standards for the ethical practice of public relations and to foster the highest level of professional standards within the profession and Society at large; counsel the board regarding the PRSA Code of Ethics; direct the development and implementation of educational programs regarding the PRSA Code of Ethics; and may, at the discretion of the board, provide counsel with respect to disciplinary actions concerning violations of the PRSA Code of Ethics.

(b) The Board of Ethics and Professional Standards shall consist of 11 Accredited members, including its chair, each of whom shall be appointed by the chair and CEO, subject to the approval of the board, and serve for a term of three years; provided, however, the chair shall be elected for a one-year term, and may serve a maximum of three consecutive one-year terms.

Section 2. Powers of the Leadership Assembly and Board of Directors; Obligation of Members.

(a) The Leadership Assembly of the Society shall have the power to adopt and amend a PRSA Code of Ethics, pursuant to recommendations made by the board.

(b) The board may: recommend amendments to the PRSA Code of Ethics to the Leadership Assembly; develop policies and procedures regarding the PRSA Code of Ethics and the Board of Ethics and Professional Standards; issue official interpretations of the PRSA Code of Ethics; express its opinion regarding proper professional conduct; adopt rules of procedure regarding disciplinary actions for violations of the PRSA Code of Ethics; and bar or expel from membership, by a two-thirds vote of the directors in office, any member who violates the PRSA Code of Ethics.

ARTICLE XIII

Accreditation

Section 1. **Provision for Accreditation.** The board may make provision for Accreditation and certification of competence in the practice of public relations, or any special fields therein, on the passing of examinations in public relations given either by the Society or an independent agency retained by the Society and on fulfillment of prescribed standards of character and general fitness and such other conditions as the board may determine.

Section 2. **Universal Accreditation Board.** There shall be a Universal Accreditation Board ("UAB") consisting of representatives from each participating organization. The UAB shall be the responsible authority for the granting and maintenance of Accreditation. The board may establish policies and procedures pertaining to the UAB.

ARTICLE XIV Amendments

Section 1. **Proposal of Amendments.** An amendment to these Bylaws may be proposed by:

- (a) majority vote of the members of the Leadership Assembly present and voting;
- (b) majority vote of the members of a Chapter present and voting at a special meeting of the Chapter called for that purpose;
- (c) majority vote of the members of a District present and voting at a special meeting of the District called for that purpose;
- (d) majority vote of the members of a Section present and voting at a special meeting of the Section called for that purpose;
- (e) resolution of the Society's board; or
- (f) a petition signed by at least 25 members.

The substance of each proposed amendment must be filed at the PRSA Headquarters at least 60 days prior to the meeting of the Leadership Assembly at which the proposed amendment is to be considered.

Section 2. **Requirements for Adoption of Amendments.** An amendment may be adopted by a two-thirds vote of the Leadership Assembly delegates present in person or by proxy and voting at any annual meeting of the membership or at any special meeting thereof called for that purpose, provided that committee and task force chairs shall not have the right to vote. The proposed amendment must accompany the notice of the meeting, which shall be given at least 45 days prior to the meeting.

ARTICLE XV Procedures

Section 1. **Notice of Meetings; Waiver.** Any notice required under these Bylaws may be given personally, by mail, electronic mail or other mode of written transmittal. If mailed, the notice shall be addressed to each person at such person's address as it appears in the records of the Society. Notice may be waived by a signed written waiver by the person waiving such notice, or by attending a meeting without protesting the lack of notice.

Section 2. **Remote Communications.** To the extent permitted by the N-PCL, any person participating in a meeting of the membership, Leadership Assembly, board, committee or other body of the Society 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.

Section 3. **Action by Unanimous Written Consent.** To the extent permitted by the N-PCL, any action required or permitted to be taken by the members, Leadership Assembly, board, committee or other body of the Society may be taken without a meeting, provided that one or more consents in writing, setting forth the action taken, is signed by all persons entitled to vote upon the matter.

Section 4. **Parliamentary Authority.** The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Society in all cases to which they are applicable, and to which they are not inconsistent with the N-PCL, the Bylaws of the Society and the standing rules.

Section 5. **Nondiscrimination.** In all deliberations and procedures, the Society shall 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 6. **Books and Records.** The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the membership, Leadership Assembly, board and committees.

Provisos

1. In 2009, four directors will be elected for two-year terms beginning in 2010.

In 2010, six directors will be elected for a two-year term, and two directors will be elected for a three-year term as determined by the Nominating Committee.

In all subsequent years, six directors will be elected each year for a two-year term.

2. Article VII, Section 1: The composition requirements of the Nominating Committee shall go into effect on January 1, 2010.