



Updating the Society's bylaws: How this will create the best possible PRSA for members, leaders and the profession

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The following contains updated excerpts from an article that appeared in the May issue of PR Tactics.

PRSA's bylaws were drafted by the Society's founders, under the authority of its Charter, to govern areas such as membership, dues, the election of directors and officers, Accreditation, and the establishment and operation of Chapters, Districts and Sections. Amending PRSA's bylaws requires a two-thirds vote of the Assembly delegates present and voting at the annual meeting of the Assembly.

PRSA established a Bylaws Task Force in 2007 to determine what changes were needed and for what purpose, and how to accomplish those changes. The Task Force researched current trends in association governance and engaged Tecker Consultants, experts in association governance, to further understand best practices.

Most of the proposed revisions are considered "legal tune-up" ensuring the Bylaws are in proper legal form. Other changes are meant to simplify the language. But there are several recommendations that are more transformational, designed to modernize the Society's governance structure. All PRSA delegates will discuss and deliberate on the draft revision at the 2009 National PRSA Assembly on November 7, 2009 just prior to the [PRSA International Conference](#) in San Diego.

Here, Dave Rickey, APR, chair of the Bylaws Rewrite Task Force, discusses the bylaws revision process with Tactics.

In the association world, what do bylaws do?

Bylaws are the ruling documents of an association. They define the organization's purpose, requirements for membership, which groups make the decisions and how people get into those groups. Because bylaws are more or less set in stone, it is in the interest of organizations to keep them concise. Bylaws should set forth the basic structure. Everything else — such as policy recommendations — should be kept elsewhere.

Why does PRSA want to amend the bylaws?

The primary objective of the bylaws rewrite is to enable a flexible, nimble governance structure to support the best possible PRSA for members, leaders and the profession. PRSA's bylaws have not been thoroughly revised since they were first ratified more than 60 years ago, although they have been extensively amended throughout the years. The current bylaws are complex, lengthy and contain conflicting and ambiguous language.

As the result of a PRSA Board resolution that was approved by the 2007 Assembly, a Bylaws Rewrite Task Force was appointed to review the current bylaws. Early in the process the Task Force recognized that their work was more significant than simply correcting language in the current document and presented an opportunity to modernize PRSA's governance structure.

In what ways could PRSA benefit through changes in the bylaws?

One of the key findings from the Task Force research was that, as professional organizations mature, they tend to become more inclusive. They also broaden the base of members who aspire to be leaders in the organizations. The current PRSA bylaws actually work at cross purposes with this philosophy. As a

result, several of the recommended bylaws changes deal with broadening the “universe” of who can be members, and also expand the criteria for becoming leaders.

Why should members care about the bylaws?

Rewriting the bylaws is tactical and honestly not all that interesting. However, members should be concerned about the potential benefits to the Society from this major governance initiative. It’s about creating a structure that can support the best possible PRSA for members, leaders and the profession.

What does the Task Force recommend regarding these three areas of the bylaws? How would this make PRSA a stronger organization?

Let’s start with membership. The Task Force recommended that the bylaws be updated to extend membership opportunities to include other communications professionals, including those involved with social media, strategic planning, marketing, business development, etc. This change would accommodate a dynamic profession that evolves with technology. All members would still be required to follow the existing application process, which includes a pledge to abide by [PRSA’s Member Code of Ethics](#). The intention is to strengthen PRSA as a professional society. PRSA members would benefit from a more diverse network of professional communicators.

What changes are being recommended concerning governance?

The bylaws revision recommended by the Task Force would establish a provision for “one-person, one vote,” through which the membership would directly elect the board of directors and officers. This is in keeping with current association best practices and also reflects PRSA’s current member research, which shows that 80 percent of the delegates and 90 percent of members want all members to have an equal vote in seating the Board.

Bylaws revisions are also being recommended to transform the Delegate Assembly into a “Leadership Assembly,” a body of leaders advising PRSA on issues pertaining to the profession. The wisdom and experience of PRSA leaders would focus on dealing with issues of the profession. This group could meet electronically throughout the year, not just at annual face-to-face meetings.

Under the Task Force’s recommendations, the composition of the Leadership Assembly would remain the same as the current Assembly, with the addition of delegates representing national committees and task forces. The Leadership Assembly would retain its authority for approving bylaw changes, dues structures and Chapter dissolutions.

What is the Task Force’s recommendations concerning leadership?

The Task Force recommends bylaw revisions that would open up leadership participation to a broader range of members with diverse backgrounds and allow for a Board that is representative of the membership. Bylaw revisions being recommended include expanding requirements for Board service to PRSA members in good standing who are Accredited in Public Relations or a Chapter, District, Section or Committee leader or who have more than 20 years of experience with increasing levels of responsibility. In addition, all Board members would be elected at-large by the members, meaning that directors would no longer be elected from the specific area of the country in which they live and work. Regarding the nominating process, the Task Force recommends broadening requirements to serve on the Nominating Committee to mirror the requirements to serve on the Board. Recommendations include having the immediate past chair leading the committee, but not including his or her predecessor on the committee, and adding PRSA’s President and Chief Operating Officer as a non-voting, ex officio member.

Where can additional resources about the bylaws revision be located?

The recommended governance changes are significant and deserve both your attention and involvement. To help you navigate the recommendations, PRSA has developed a [bylaws resource page](#).

To help you more easily see the changes, we have posted an [annotated version](#) showing what has changed in the revised bylaws document and the reasoning behind those changes, as well as a [clean version](#) easy reading.

Additionally, questions also may be sent to governance@prsa.org.