



**BY-LAWS OF  
PUBLIC RELATIONS SOCIETY OF AMERICA, INC.  
A New York Not-for-Profit Corporation**

**PREAMBLE**

The Public Relations Society of America (the “Society”) 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. The Society, the world’s leading advocate for public relations and communication 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, Purposes, and Offices**

Section 1. **Name.** The name of this corporation is: Public Relations Society of America, Inc.

Section 2. **Purposes.** The Society is organized as a not-for-profit non-charitable corporation under the New York Not-for-Profit Corporation Law (the “N-PCL”) for the purposes as are set forth in the Certificate of Incorporation, and as it may be amended and restated from time to time (the “Charter”).

Section 3. **Registered Agent and Offices.** The Society shall maintain a registered office and agent in the State of New York and may have offices within or outside the State of New York as the Board of Directors (“Board” or “Board of Directors”) may designate or as the business of the Society may require from time to time.

**ARTICLE II – Membership**

Section 1. **Categories of Membership.** The Society shall have members, with the categories of membership as set forth in these Bylaws (collectively referred to as “members” or the “membership”). The removal of any membership categories expressly provided for in these Bylaws may not be made except by amendment to these Bylaws.

Section 2. **Eligibility.** Membership in the Society is open to any individual engaged in the professional practice of public relations or communication who promotes the purposes of the Society, and who meets the eligibility criteria for membership. To be eligible as a member of the Society, the applicant shall agree to abide by these Bylaws, the Society’s Code of Ethics (“Code of Ethics”), and any other policies and procedures of the Society, as they may be amended or adopted from time to time, and meet the specific qualifications of the category 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. Applications for membership shall be made in writing upon the forms prescribed by the Society, accompanied by such documentation of eligibility for membership as may be required by the Society. The Board shall have the power to admit into membership, on a group basis, individual members of any public relations or communication organization or entity on such terms and conditions as the Board may determine.

The criteria for membership in the categories of membership in the Society are as follows, and the rights of members of such categories are as set forth in this Article II and these Bylaws:

- (a) **General Members.** General Membership is open to any individual who for three or more years: (i) devotes a substantial portion of time to the paid professional practice of public relations or communication; or (ii) serves as a teacher or administrator of public relations or communication courses at a college, university

or other higher education institution. Unemployed applicants are also eligible for admission as a General Member if they (iii) have held a position that meets the requirements of subsection (i) or (ii) within the last five years; or (iv) have an associate, bachelor or advanced degree in public relations or communication awarded by a college, university or other higher education institution, an academic degree from an institution or program that meets the standards for a Public Relations Student Society of America ("PRSSA") charter; or (v) have received the Society's Certification for Education in Public Relations or the Accreditation in Public Relations ("APR" or "Accreditation").

- (b) Associate Members. Associate Membership is open to any individual who: (i) for less than four years devotes a substantial portion of time to the paid professional practice of public relations or communication or to the teaching of public relations or communication courses at a college, university, or other higher education institution; (ii) is a recent graduate of a college, university or other higher education institution who has received an associate, bachelor or advanced degree in public relations or communication; (iii) is enrolled at least part-time at a college, university or other higher education institution and is within five months of receiving a baccalaureate or graduate degree in public relations or communication; or (iv) is enrolled in a full-time graduate degree program for teaching or practicing public relations or communication. No individual may remain an Associate Member for more than four consecutive years, except for Associate Members who continuously qualify for Associate Membership under subsection (iv), who may remain an Associate Member for six consecutive years.
- (c) Retired Members. Retired Membership is open to any General Member in good standing who (i) has been a member of the Society for at least five years; and (ii) has retired from the full-time practice of public relations or communication and is employed less than 50 percent of the time.
- (d) Emeritus Membership. Emeritus Membership is open to any individual who has been a General Member for 50 or more years. Emeritus Membership is an honorary privilege that may be revoked at any time at the sole discretion of the Board.
- (e) Additional Categories of Membership. The Board may create additional categories or subcategories of membership of the Society from time to time, and shall determine the respective qualifications and rights of such additional categories of membership by resolution, as well as the manner of application to these additional categories of membership.

### Section 3. **Rights and Privileges of Membership.**

- (a) Voting Delegates and Rights and Privileges of Membership. All powers, rights, and privileges of members shall be vested in the voting delegates of the Leadership Assembly pursuant to the N-PCL. All General, Associate, Retired, and Emeritus Members shall have the right to (i) subject to the qualifications for the respective office, serve as a director or officer of the Society, chair or be a member of a committee of the corporation of the Society, and hold National, District, Chapter, or Section offices; (ii) not have any voting rights in the Society except to have the right to vote for the election of voting delegates to the Leadership Assembly, as contemplated by the composition of the Leadership Assembly, and such voting delegates will be entitled to cast one vote on each matter submitted or required to be submitted to the membership; (iii) receive correspondence from the Society and attend Society-sponsored meetings and events to the extent permitted by the Society; and (iv) enjoy the other privileges of membership as determined by the Society from time to time. Additional categories of members established by the Board shall have the rights as specified by the Board in the resolution establishing such category of membership.
- (b) Member in Good Standing. Any member who is not in good standing, as determined by the Board or its designee after appropriate due process, shall not be listed in the Society's directory and shall not be entitled to enjoy any right or privilege of membership. "Member in good standing" is the status assigned to a member who adheres to the Society's Bylaws, applicable policies and procedures, and the Code of Ethics, and has paid any required financial obligations, as defined herein. It is expected that members in good standing will work collaboratively, and civilly, to strengthen the Society and will not engage in any activities or behaviors that put the Society in financial or structural jeopardy, or that will bring discredit to the Society, its members, or the profession of public relations or communication.

**Section 4. Suspension, Termination, Expulsion or Discipline of Membership.**

- (a) Nonpayment of Dues. No member shall be considered to be in good standing if his or her financial obligations are in arrears as set forth in the Society's policies and procedures. Members not considered to be in good standing on the basis of nonpayment of financial obligations shall have their membership automatically terminated.
- (b) Misstatement/Omission in Membership Application. 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 Code of Ethics, may be barred from membership or expelled from the Society.
- (c) Termination. The Board, or the Executive Committee may by an affirmative vote of four-fifths (80%) of the entire Executive Committee, suspend, terminate, expel or otherwise reasonably discipline any member for cause. "Cause" means (i) a conviction, plea of guilty or "No Contest" to a felony; or (ii) engaging in conduct that causes or may cause material harm to the Society, including to the reputation, mission, or operations of the Society, or conduct contrary to the best interests of the Society or the public relations or communication profession.
- (d) Resignation or Non-Renewal. 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. A resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. If a member elects not to renew the duration of his or her membership, the member's membership shall continue up until the expiration date of the then-current term of membership.
- (e) Effect of Termination. The suspension, termination, expulsion, resignation, non-renewal of membership, or other discipline affecting membership rights, shall not extinguish any member's financial obligations incurred or commitments made to the Society before the effective date of termination, expulsion, resignation, non-renewal, or such other discipline. The Board may establish criteria and procedures for reinstatement of membership after termination.

**Section 5. 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 or its designees may waive or change the initiation fee charged to applicants for membership.

**Section 6. Membership Dues and Obligation to Pay.** Membership carries with it a definitive obligation to pay all applicable dues, fees, assessments, and/or 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, will not mitigate such member's financial obligations to the Society.

- (a) Dues Changes. The Board shall set the annual membership dues structure, provided that dues may not increase by more than five percent in any five-year period without the authorization of the Leadership Assembly. The Board shall report its projections on the current five-year period to the Leadership Assembly each year.
- (b) Group Discounts. The Board may initiate and manage group discount dues programs for memberships.
- (c) Associate Membership Discounts. The Board may initiate and manage Associate Member dues discount programs that do not extend for more than four years, unless otherwise authorized by the Leadership Assembly.
- (d) Effect of Payment. Payment of annual dues to the Society shall constitute an agreement to abide by the Society's Bylaws, applicable policies and procedures, and the Code of Ethics, as they may be amended

from time to time.

### **ARTICLE III – The Leadership Assembly**

#### **Section 1. Powers.**

- (a) There shall be a Leadership Assembly of the Society composed of delegates of the membership whose voting delegates shall have and may exercise all the powers, rights, and privileges of members pursuant to the N-PCL, including, but not limited to, electing certain directors and officers, amending these Bylaws, and approving Chapter dissolutions.
- (b) The Leadership Assembly shall advise the Board and the profession regarding issues of concern to the profession of public relations or communication 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 provided 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;
- (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 Society 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, 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, 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 VII, all of whom shall be nonvoting members of the Leadership Assembly, except if serving as a voting delegate in another position as described above; and
- (i) Past Chairs of the Board, all of whom shall be nonvoting members of the Leadership Assembly, except if serving as a voting delegate in another position as described above.

**Section 3. Selection of Chapter Delegates.** Chapter delegates may be elected or appointed by members of each Chapter who are in good standing with 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 duly elected and qualified. The term of all Chapter delegates shall be established by the individual Chapters in their own bylaws. Each *ex officio* delegate shall be a delegate for so long as he or she holds the specific office that gives him or her the right to be a delegate of the Leadership Assembly. Delegates may serve more than one term.

Section 5. **Annual Meeting.** The annual meeting of the Leadership Assembly 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.

Section 6. **Special Meetings.** Special meetings of the Leadership Assembly may be called by the Board or on petition signed by at least 25 percent of the Leadership Assembly's voting delegates. The person or persons authorized to call the special meeting may fix any place, either within or outside the State of New York, as the place for holding any special meeting called by them.

Section 7. **Quorum.** A quorum for the transaction of business at any meeting of the Leadership Assembly shall be the presence of one-third of the total number of voting Leadership Assembly delegates in person or by proxy. The voting delegates present may adjourn the meeting despite the absence of a quorum.

Section 8. **Notice and Waiver of Notice.**

- (a) **Notice Requirement.** Written notice of all meetings of the Leadership Assembly shall be given to all delegates entitled to vote thereat, stating the place, date, and hour of the meeting, and, unless it is an annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting. The notice of any special meeting of the Leadership Assembly shall also state the purpose(s) for which the meeting is called and, at any such meeting, only such business may be transacted which is related to the purpose(s) set forth in the notice.
- (b) **Delivery of Notice.** A copy of the notice of any meeting shall be given personally, by first class mail, facsimile, or electronic mail not less than 10 days nor more than 50 days before the date of the meeting to each delegate entitled to vote thereat at his or her record address furnished in writing to the Society.
- (c) **Waiver of Notice.** Notice of a meeting need not be given to any voting delegate who submits a signed waiver of notice, in person or by proxy, before or after the meeting. Waiver of notice may be written or electronic. The attendance of a voting delegate at a meeting without protesting prior to the conclusion of the meeting regarding the lack of notice of such meeting shall constitute a waiver of notice by him or her.
- (d) **Adjourned Meetings.** If a meeting is adjourned to another time or place, and an announcement of the adjourned time or place is made at such meeting, it shall not be necessary to give notice of the adjourned meeting unless the Board, after adjournment, fixes a new record date for the adjourned meeting.

Section 9. **Annual Report of Directors.** The Board shall present at each annual meeting of the Leadership Assembly its report, which shall set forth the number of members of the Society as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found in the manner prescribed by Section 519 of the N-PCL. Such report shall be filed with the records of the Society and either a copy or an abstract thereof shall be entered in the minutes of such annual meeting of the Assembly.

Section 10. **Proxy Representation.** Every voting delegate may authorize another person or persons to act for him or her in writing by proxy in all matters in which a delegate is entitled to participate. Every proxy shall be revocable at the pleasure of the voting delegate executing it, except as otherwise provided by the N-PCL.

Section 11. **Action Without Meeting.** Whenever delegates are required or permitted to take any action, such action may be taken without a meeting if a written or electronic consent, setting forth the action so taken, is signed by all the voting delegates entitled to vote thereon.

## ARTICLE IV – Board of Directors

Section 1. **Composition.** The business and affairs of the Society shall be managed and controlled by the Board. The number of voting directors shall be 17. The Board shall consist of one voting director from each District; two voting directors at-large; the Chair, Chair-Elect, Treasurer, Secretary, and Immediate Past Chair of the Society, who each shall serve as voting *ex officio* directors. In addition, the Board may elect up to two special nonvoting directors known as “Senior Counsel”; such individuals need not meet the eligibility requirements set forth in the Bylaws.

Section 2. **Term.** Directors shall be elected by the Leadership Assembly at the Assembly’s annual meeting, and shall hold office for a staggered term of two years and until such time as their successors have been duly elected and qualified. 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 3. **Eligibility.**

- (a) District Directors. To be eligible as a director representing a District, the individual must have an APR, be a member of the Society in good standing, and have at least one of the following: (i) experience in a leadership role within the Society, including, but not limited to, service as a member of a Chapter, District, or Section board of directors, chair of a national or local committee or task force, or service as a Leadership Assembly delegate; or (ii) experience as a public relations or communication professional for 20 or more years, with increasing levels of responsibility.
- (b) At-Large Directors. To be eligible as an at-large director, an individual must be a member of the Society in good standing and have at least one of the following: (i) experience in a leadership role within the Society, including, but not limited to, service as a member of a Chapter, District or Section board of directors, chair of a national or local committee or task force, or service as an Assembly delegate; or (ii) experience as a public relations or communication professional for 20 or more years, with increasing levels of responsibility.

Section 4. **Vacancies.** Vacancies occurring among the directors may be filled at any time by the Board. Any director elected to fill a vacancy shall hold office for the balance of the unexpired term.

Section 5. **Removal.** Any director may be removed from office for cause by (a) the affirmative vote of two-thirds of the directors in office or (b) a majority vote of the Leadership Assembly at a special meeting called for that purpose on one of the following grounds:

- (i) failure to attend two successive Board meetings;
- (ii) censure or suspension for violation of the Code of Ethics, policies and procedures, or Bylaws; or
- (iii) engaging in conduct that is detrimental to the best interests of the Society.

Section 6. **Resignation.** Any director may resign from office at any time by giving written notice to the Chair, Secretary, or the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, at the time such resignation is received by the Society. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a director.

### Section 7. **Meetings.**

- (a) Annual and Regular Meetings. Annual and regular meetings shall be held at such date, time and place, within or outside the State of New York, as determined by the Chair or the Board. Notice must be given to each director in person, by telephone, first class mail, facsimile, or electronic mail at least five days prior to any meeting.
- (b) Special Meetings. Special meetings may be called by the Chair, at the written request of two members of

the Board, or by a majority vote of the Leadership Assembly. Notice of the time, date, and place of all special meetings shall be provided in person, by telephone, first class mail, facsimile, or electronic mail at least 24 hours in advance of the meeting. No business shall be transacted at any special meeting except that specified in the notice.

- (c) Waiver. Directors may waive notice of any meeting, and the attendance of any director at a meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting, at the beginning of such meeting, to the transaction of any business because the meeting is not lawfully called or convened. Such waiver of notice may be written or electronic.
- (d) Quorum and Voting. A majority of the directors in office shall constitute a quorum for the transaction of business. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by law or by these Bylaws, the vote of a majority of the Directors present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Directors who are present at a meeting but not present at the time of a vote due to a related party transaction or conflict of interest (as set forth in PRSA's Conflicts of Interest Policy) shall be considered present at the time of the vote.
- (e) Action by Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and the written consents thereto by the members of the Board shall be filed with the records of the proceedings of the Board.
- (f) Remote Communications. Any member of the Board or of any Board Committee may participate in a meeting of the Board or such Board Committee by means of a conference telephone, videoconference or similar communications equipment, as such communications equipment may be provided in the Society's discretion, provided that all persons participating in the meeting are able to hear each other at the same time and participate in all matters before the Board or Board Committee, including, without limitation, having the ability to propose, object to, and vote upon specific action to be taken by the Board or Board Committee. Participation by such means shall constitute presence in person at a meeting.

**Section 8. Ineligibility.** With the exception of the two nonvoting directors, directors 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, the Grievance Committee, or the Universal Accreditation Board. Any director shall automatically relinquish other such positions at the commencement of the term of office on the Board.

**Section 9. 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 10. Role in Officer Nominations.** The Board shall determine and present to the Leadership Assembly, based on specific and objective criteria, candidates for election to the offices of Chair-Elect, Treasurer and Secretary. All voting delegates of the Leadership Assembly shall be advised of the Board's report regarding candidates for election to the offices of Chair-Elect, Treasurer and Secretary with the notice of the meeting of the Leadership Assembly at which such election will be held.

## **ARTICLE V – Officers**

**Section 1. Composition.** The officers of the Society shall consist of the Chair, Chair-Elect, Treasurer, Secretary, Immediate Past Chair, and such other officers with such powers and duties as the Board may deem advisable.

**Section 2. Term.** The Chair-Elect, Treasurer, and Secretary shall be elected annually by the Leadership Assembly from the candidates nominated by the Board or by petition and shall hold office for a term of one year beginning January 1 and until such time as their successors have been duly elected and qualified. Unless otherwise provided in these Bylaws, the Chair-Elect shall automatically become Chair after serving a one-year term as Chair-Elect or in the event that the Chair position becomes vacant for any reason. The Chair shall automatically become the

Immediate Past Chair for a one-year term after serving his or her term of office as Chair.

**Section 3. Eligibility.**

To be eligible as an officer, an individual must meet the eligibility criteria required of a director representing a District and must have served on the Board. A person currently serving as a director may seek to be elected for an officer position. No person shall be eligible to hold more than one office at the same time. The candidates for Chair-Elect, Treasurer, and Secretary shall be the candidates selected and presented by the Board or by petition.

**Section 4. Duties.**

- (a) Chair. The Chair 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 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.
- (b) Chair-Elect. The Chair-Elect shall, in the absence of the Chair, 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 the Chair.
- (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 or the Chair.
- (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 or the Chair.
- (e) Immediate Past Chair. The Immediate Past Chair shall provide, upon request, advice and leadership to the Board regarding past practices and other matters to assist the Board in governing the Society. The Immediate Past Chair shall also support the Chair and the Chair-Elect on an as-needed basis, assist with the mentoring of new Board members, and perform such other duties as may be assigned by the Board or the Chair.

**Section 5. Vacancies.**

- (a) Chair. In the event the Chair position becomes vacant for any reason or the Chair 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.
- (b) Chair-Elect. If the Chair-Elect position becomes vacant for any reason, the Chair shall request the Board to nominate a replacement. 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 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 Leadership Assembly.

**Section 6. Removal.**

- (a) Chair, Chair-Elect, Treasurer, Secretary, and Immediate Past Chair. The Chair, Chair-Elect, Treasurer, Secretary, and Immediate Past Chair may be suspended from office for cause by the affirmative vote of two-thirds of the directors in office, or removed from office for cause by a majority vote of the Leadership Assembly at a special meeting called for that purpose, on one of the following grounds:
  - (i) failure to attend two successive Board meetings;
  - (ii) censure or suspension for violation of the Code of Ethics, any of the Society's policies and



procedures, or these Bylaws; or

(iii) engaging in conduct that is detrimental to the best interests of the Society.

(b) Other Officers. Any other officer elected or appointed by the Board may be removed at any time, with or without cause, by the Board.

**Section 7. Resignation.** Any officer may resign from office at any time by giving written notice to the Chair, Secretary, or the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, at the time such resignation is received by the Society. Any resignation shall be without prejudice to any rights of the Society under any contract to which the officer is a party.

## **ARTICLE VI – Executive Leadership and Administration**

**Section 1. Chief Executive Officer.** The Board shall employ a Chief Executive Officer who shall be a corporate officer and shall, subject to the supervision, direction and control of the Board, manage the day-to-day operational affairs of the Society. The Chief Executive Officer shall have the power to make and sign any contracts, deeds, mortgages, and/or other instruments, including powers of attorney, on behalf of the Society and to delegate such power to others, except in cases where the signing and execution thereof shall be expressly reserved by the Board. The Chief Executive Officer shall supervise and provide direction to any employees of, or paid contractors to, the Society, if any, on a regular basis. The Chief Executive Officer shall have the general powers and duties usually vested in the office of the chief executive officer of a corporation and have such other powers and perform such other duties as from time to time may be assigned to him or her by the Chair or Board. Any removal of the Chief Executive Officer will be without prejudice to his or her rights under a contract of employment, and the appointment of such person shall not itself create contract rights.

**Section 2. Employees and Agents.** The Chief Executive Officer shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the Board, to determine the duties and responsibilities of such persons, to create such titles for such persons as he or she may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons within the budget approved by the Board.

**Section 3. Delegation of Duties.** One or more duties of the Chief Executive Officer may be expressly delegated by the Chief Executive Officer to one or more employees, or agents of the Society, provided that the Chief Executive Officer shall supervise and oversee the actions of such employees or agents.

## **ARTICLE VII – Boards, Committees, Task Forces**

**Section 1. Executive Committee.** The Chair, Chair-Elect, Treasurer, Secretary and the Immediate Past Chair shall constitute the Executive Committee of the Board, which shall be a committee of the Board. The Executive Committee shall exercise delegated management authority of the Board, and shall, subject to the direction and oversight of the Board, have the right to exercise all of the powers and authority of the Board in the intervals between meetings of the Board, except that neither it nor any committee of the Society shall have authority as to the following matters:

- (a) submission to members of any action requiring members' approval under the N-PCL;
- (b) filling vacancies in the Board or members of any committee thereof;
- (c) fixing compensation of the directors for serving on the Board or on any committee;
- (d) amending or repealing the Bylaws or adopting new Bylaws;
- (e) amending or repealing any resolution of the Board which by its terms shall not be so amended or repealed;
- (f) the election or removal of officers and directors;
- (g) the approval of a merger or plan of dissolution;
- (h) the authorization of the sale, lease exchange or other disposition of all or substantially all the assets of the Society; and
- (i) the approval of amendments to the Certificate of Incorporation.

Meetings of the Executive Committee shall conform to the standards for notice, quorum, voting, manner and method of acting, and other procedures as are set forth in the Executive Committee Charter, except as otherwise provided by resolution of the Board.

**Section 2. Audit Committee.** The Audit Committee shall be a committee of the Board and shall assist the Board in its oversight responsibilities regarding the accounting and financial reporting processes of the Society and the audit of the Society's financial statements, systems of internal controls and risk mitigation, and ensuring compliance with legal and ethical standards (including, without limitation, the Society's conflict of interest and whistleblower policies), and shall select, hire, and evaluate the independent auditors. All members of the Audit Committee shall be "independent directors" as defined under the N-PCL. The Board shall adopt an Audit Committee Charter to govern the operations of the Audit Committee.

**Section 3. Other Board Committees.** The Board, by resolution adopted by a majority of the entire Board, may designate committees of the Board, each consisting of three or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except as otherwise reserved to the Board by the N-PCL, these Bylaws, or by resolution of the Board. The Board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Each such committee shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of such director's duty to the Society under the N-PCL.

**Section 4. 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 or established by the Board as committees of the Board, as the Board may deem necessary or advisable in accordance with the N-PCL. 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 and shall not have the authority to bind or act on behalf of the Board. Except as otherwise provided by resolution or policy adopted by the Board or in the applicable charter, the Chair shall appoint the members of each group, who need not be directors, and shall designate one individual from each such board, committee, or task force to serve as the respective chair.

## **ARTICLE VIII – Nominating Committee and Nominations**

**Section 1. Appointment and Selection.** There shall be a Nominating Committee, which shall be a committee of the corporation, 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, for a term expiring December 31 following and until their successors are appointed;
- (c) the former Chair of the Society next preceding the Immediate Past Chair of the 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 Chief Executive Officer, 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: (i) an APR; (ii) 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; (iii) served as a public relations or communication 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 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 members on Board candidates. Questions of eligibility with regard to director eligibility criteria shall be determined by the Nominating Committee on a case-by-case basis.

Section 4. **Duties and Procedures.** It shall be the duty of the Nominating Committee to help recruit and present to the Leadership Assembly, based on specific and objective criteria, candidates for the District director and at-large director positions and any other positions requested by the Board whether as a slate or as individual candidates, as hereinafter provided:

- (a) All voting delegates of the Leadership Assembly 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, declines to serve, or is otherwise unable 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 of qualified candidates for election as Chair-Elect, Treasurer, Secretary or any voting directorships may also be made by petition by at least ten voting delegates of the Leadership Assembly and filed with the Secretary at the Society's 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 voting delegates of the Leadership Assembly.

## **ARTICLE IX – 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 ten or more members in good standing of the Society in a specified geographic area. Each Chapter must adhere to any policies and procedures established by the 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 to become effective.

## **ARTICLE X – 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. Bylaws of a District and amendments thereto shall not conflict with those of the Society and must be approved by the Board to become effective.

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 XI – Communities**

Section 1. **College of Fellows.** A College of Fellows (“College”) is established as a group within the Society that honors senior practitioners for career achievement. Admission shall be open to all members (a) 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 (b) who apply using the prescribed forms. Members denied admission to the College may appeal to the Board, which shall act on such petitions according to the Society’s policies and procedures.

Section 2. **Past Presidents’ Council.** There is a Past Presidents’ Council, which shall be a committee of the corporation, consisting of all past Chairs and Past Presidents of the Society. The Past Presidents’ Council may be called on or convened for advice by the officers or the Board. The Immediate Past Chair of the Society may call meetings of the Past Presidents’ Council and shall act as its chair.

Section 3. **Public Relations Student Society of America (“PRSSA”).** PRSSA and PRSSA Chapters are internal divisions of the Society. The membership of PRSSA is limited to students enrolled in colleges and universities where PRSSA Chapters exist, subject to the provisions of these Bylaws and the PRSSA Bylaws.

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 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 Board may establish additional policies and procedures with respect to PRSSA.

## **ARTICLE XII –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.

## **ARTICLE XIII – Code of Ethics**

### **Section 1. Board of Ethics and Professional Standards.**

- (a) There shall be a Board of Ethics and Professional Standards, which shall be a committee of the corporation under the N-PCL, and which shall make recommendations to the Board to refine the Society’s standards for the ethical practice of public relations or communication to foster the highest level of professional standards within the profession and Society at large; counsel the Board regarding the Code of Ethics; and direct the development and implementation of educational programs regarding the Code of Ethics.
- (b) The Board of Ethics and Professional Standards shall consist of 11 accredited members appointed by the Chair, subject to the approval of the Board, and serve for a term of three years. The Chair shall appoint the chair of the Board of Ethics and Professional Standards. The chair of the Board of Ethics and Professional Standards shall serve 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 shall have the power to adopt and amend a Code of Ethics, pursuant to recommendations made by the Board.
- (b) Without limitation, the Board may: recommend amendments to the Code of Ethics to the Leadership Assembly; develop policies and procedures regarding the Code of Ethics and the Board of Ethics and Professional Standards; issue official interpretations of the Code of Ethics; express its opinion regarding proper professional conduct; adopt rules of procedure regarding disciplinary actions for violations of the Code of Ethics; and bar or expel from membership, by a two-thirds’ vote of the directors in office, any member who violates the Code of Ethics.

## ARTICLE XIV – Grievance Process

Section 1. **Adoption of Grievance Policy and Procedure.** The Board shall adopt a Grievance Policy and Procedure for processing and addressing disciplinary proceedings (the “Grievance Policy and Procedure”). The disciplinary proceedings of the Society shall be governed as set forth in the Grievance Policy and Procedure. The Grievance Policy and Procedure adopted by the Board shall, at a minimum, provide a responding member with notice and an opportunity to be heard, orally or in writing (as determined by the Board or specified in any such procedures), before the effective date of any discipline. The grievance process shall be carried out in a reasonable, consistent, and effective manner, and the imposition of any disciplinary action shall comply with the requirements of the Grievance Policy and Procedure adopted by the Board. The Grievance Policy and Procedure shall be distributed periodically to all members and shall be accessible to members through the website maintained by the Society. The Board may establish more detailed procedures for administering a grievance that are consistent with the provisions of these Bylaws.

Section 2. **Grievance Referral.** Members may submit a written complaint, using a standardized form and following the established Grievance Policy and Procedure, to a Grievance Committee. The Grievance Committee shall review the complaint and determine if the complaint is eligible to be considered under the Grievance Policy and Procedure and if there is sufficient merit to convene a Grievance Panel to conduct an appropriate review. The Grievance Committee may decline to pursue a complaint that appears to be motivated by personal animosity or otherwise brought without a good faith basis.

Section 3. **Grievance Committee.** There shall be a seven-person standing Grievance Committee consisting of the following Society members: a committee chair appointed by the Board; two representatives of the Districts appointed by the District Council; two Section members appointed by the Section Council; one representative of the College of Fellows appointed by the officers of the College of Fellows; and one representative of the Board of Ethics and Professional Standards who is appointed by the Board of Ethics and Professional Standards. Each member of the Grievance Committee shall hold office for a term of two years and until their successors have been duly appointed and qualified, or until their earlier resignation, death, or removal from office. The terms of office of members of the Grievance Committee shall be staggered so the terms of one-half of committee members expire each year (or if the number of committee members does not evenly divide by half, the committee shall be divided as close to one-half as possible). Committee members shall not serve more than two consecutive terms.

### Section 4. **Grievance Panel.**

- (a) A Grievance Panel shall hear complaints about alleged member violations that the Grievance Committee has determined are worthy of further investigation, and determine whether there is cause (as defined in Article II, Section 5) for discipline, and if so, recommend the appropriate sanction. A Grievance Panel shall be comprised of a member of the Executive Committee who shall serve as chair, a member of the Board of Ethics and Professional Standards, an officer of the College of Fellows selected by each group, and the Society’s Chief Executive Officer, who shall serve as a nonvoting *ex-officio* member. The representatives from the Board of Ethics and Professional Standards and the College of Fellows shall not also serve on the Grievance Committee.
- (b) A Grievance Committee or Panel member may recuse himself or herself due to a conflict of interest or bias that would affect his or her ability to consider a complaint fairly and shall recuse himself or herself from further proceedings. In the event that a complaint is brought before the Grievance Committee or Panel which would involve alleged misconduct by a member of that body, said Committee member will be excused from any involvement in considering the complaint as well as any other unrelated complaints pending resolution of the Complaint. In the event the Chair is named as a party in a complaint, the Immediate Past Chair shall chair the Grievance Panel.

Section 5. **Confidentiality.** All grievances filed and deliberations relating to the adjudication of a grievance shall remain confidential, except as may otherwise be required by applicable law. The Grievance Panel shall draft written findings to explain its recommended decision, and a copy of the findings and action by the Executive Committee shall be sent to the responding member.

Section 6. **Sanctions.** Sanctions shall be recommended to the Executive Committee by the Grievance Panel as determined in the Grievance Policy and Procedure. The sanctions that may be imposed shall be set forth in the Grievance Policy and Procedure and may include, but are not limited to, private reprimand, censure, probation, suspension of membership or of any membership right(s), termination, or expulsion. The Executive Committee shall make the final determination as to whether to accept the Grievance Panel's recommendation. However, the Executive Committee may not require a more stringent sanction than is recommended by the Grievance Panel.

Section 7. **Appeals.** Members who are suspended, terminated, expelled or otherwise disciplined may appeal the decision in writing to the Board (excluding members of the Executive Committee and any Board members who participated in the Grievance Committee or Grievance Panel), which will give it due consideration. The procedures and grounds for appeal shall be as set forth in the Grievance Policy and Procedure.

#### **ARTICLE XV – Accreditation**

Section 1. **Provision for Accreditation.** The Board may provide for the accreditation and certification of competence in the practice of public relations or communication, or any special fields therein, on the passing of examinations in public relations or communication 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"), which shall be a committee of the corporation, consisting of representatives from each participating organization. The UAB shall administer the Society's accreditation and certification programs, subject to the Charter, these Bylaws, and the policies and procedures pertaining to the UAB or accreditation and certification established by the Board.

#### **ARTICLE XVI – 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 Board; or
- (f) a petition signed by at least 25 members.

The substance of each proposed amendment must be filed at the Society's 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 to these Bylaws 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 Leadership Assembly or at any special meeting thereof called for that purpose, provided that committee and task force chairs shall not have the right to vote (except if serving as a voting delegate in another position). The proposed amendment must accompany the notice of the meeting, which shall be given at least 45 days prior to the meeting.

#### **ARTICLE XVII – General**

Section 1. **Parliamentary Authority.** The rules contained in the latest 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 Charter, the Bylaws, and the standing rules adopted by the Board and/or the Leadership Assembly.

Section 2. **Nondiscrimination.** The Society shall not discriminate on the basis of race, creed, religion, disability, sex, age, color, national origin, alien or citizenship status, marital status, genetic predisposition or carrier status, sexual orientation, or any other characteristic protected by applicable law.

Section 3. **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 Leadership Assembly, Board, and committees.