



PRSA MIAMI CHAPTER BYLAWS

Article I

Name of Organization

The name of this nonprofit professional organization shall be the Public Relations Society of America (PRSA) Miami Chapter.

Location of Office

The principal administrative office of the organization shall be located in Miami-Dade County, Florida.

Article II

Objectives

The objectives of the PRSA Miami Chapter shall conform to the objectives stated in the bylaws of the Public Relations Society of America.

The focus of the chapter will be:

- To demonstrate high professional standards and to assist members in maintaining those standards,
- To unite the profession, and
- To promote the profession of public relations and its contributions to organizations as well as the public good.

Article III

1. Membership Eligibility

To be eligible for membership in the chapter, a person must be a member in good standing of the national society. Any such member of the society, regardless of location, is eligible for membership in the chapter.

2. Obligations of Members

All members of the society shall, by virtue of their membership therein, be bound by the bylaws of the society and its Code of Ethics, as the same may be amended from time to time, and also to the procedures established for the enforcement of the code.

3. Retirement Status

Members of the chapter who are eligible for retirement status may be recommended for such status by the chapter's board of directors in accordance with provisions of the bylaws of the society.

4. Termination of Membership

Any member who for any reason ceases to be a member of the society or is dropped from the society's roll for non-payment of dues shall cease to be a member of the chapter and shall be dropped from the chapter's roll.

Article IV

1. Fiscal Year

The fiscal year of the Miami Chapter of the Public Relations Society of America shall extend from January 1 through December 31.

2. Dues

The amount of the chapter dues shall be determined annually by the chapter's board of directors and shall be payable on the anniversary date of joining the society.

3. Non-payment of Dues

Any member whose chapter dues are unpaid for a designated period of time in accordance with the society's policy shall not be in good standing and shall not be entitled to vote, hold office, or enjoy other privileges of chapter membership provided such member shall have been duly notified.

Article V

1. Composition of the Board

The business and affairs of the chapter shall be managed and controlled by a board of directors, consisting of at least 12 members:

- President,
- President-Elect,
- Secretary,
- Treasurer,
- Immediate Past President,
- Six Directors-at-Large, and
- The appropriate number of assembly delegates based on total membership, all of whom are elected by the membership at the chapter's annual meeting.

All PRSSA presidents in Miami-Dade County shall serve as ex-officio members of the board.

2. Authority of the Board

The board of directors shall supervise, control and direct the affairs of the chapter; shall determine its policies or changes therein within the limits of these bylaws; shall actively pursue its purpose; and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents or employees as it may consider necessary.

The board of directors shall also act as trustee of the EvClay/PRSA Miami Chapter Endowment Fund, Inc., with fiduciary responsibility for protecting its assets. In the first quarter of each year, the board of directors shall review the previous year's financial activity, approve the annual endowment fund investment plan, and determine the level of scholarship funding to be awarded for that year.

3. Term of Office

The office of president-elect is for one year with the person moving automatically, during the next three years, into the offices of president, immediate past president, and chairman of the nominating committee.

The offices of secretary and treasurer are for one year.

The term of office of the directors-at-large shall be three years, beginning January 1 and until their successors are installed. Their terms of office shall be arranged so that the terms of two directors-at-large shall expire each year.

The term of office for the assembly delegate(s) is described in Article VIII, Section 3 of these bylaws.

4. Eligibility

To be eligible to serve as an officer, a member must be in good standing. As required by the bylaws of the chapter, an assembly delegate must be accredited and must have served at least one year as a chapter officer or director-at-large.

5. Vacancies

Vacancies occurring among the directors, except president and president-elect, may be filled for the balance of the unexpired term by the board of directors at any regular meeting called for that purpose.

6. Order of Succession

If the president is temporarily unable to serve, the president-elect shall act in the president's place. In the event the presidency becomes vacant for any reason, the president-elect becomes president, serving the remainder of the unexpired term as well as the term for which the president-elect was elected. If the president-elect cannot move into the presidency, then the temporary order of succession shall be:

- Immediate Past President,
- Treasurer,
- Secretary, or
- Any Director-at-Large who is Accredited,

all being elected by a majority vote of the board of directors.

In the event the office of president-elect becomes vacant, then the nominating committee that nominated the individual shall be convened, within 30 days of the office becoming vacant, for the purpose of recommending a replacement to the chapter's board of directors. The board of directors, by majority vote, shall elect a replacement. All members who are in good standing and meet the qualifications, including the current officers and directors-at-large (other than the president) may be recommended by the nominating committee to the board for election.

7. Removal

Any director who misses three consecutive board meetings without an excuse acceptable to the board may be given notice of dismissal by the chapter president and replaced in accordance with Sections 5 and 6 of this Article.

8. Regular Meetings

The board of directors shall meet no less than six times per year.

9. Special Meetings

Special meetings of the board may be called by the president or may be called at the written request of four members of the board. The membership may, by a majority vote, call a special meeting of the board of directors. No business shall be transacted at any special meeting except that specified in the notice.

10. Notice of Meetings

Notice of any regular meeting or special meeting of the board of directors shall be given to each director and committee chairperson by mail, email, fax, telephone or in person at least 10 days prior to the meeting.

11. Quorum

A majority of the board of directors, 50 percent plus one, shall constitute a quorum at all meetings of the board. A quorum shall be calculated on the basis of the number of individuals holding office and shall be determined each year at the first board meeting of the year.

Article VI

1. The Officers

The officers of the chapter shall be: president, president-elect, secretary, treasurer and immediate past president. The first four officers shall be elected by the membership at the annual meeting and shall hold office for a term of one year beginning January 1st and until their successors are installed. The president-elect shall automatically become president after serving one year as president-elect or in the event that the presidency becomes vacant for any reason. After serving as president, that person serves the following year as immediate past president and chairman of the nominating committee.

2. President

The president shall preside at all meetings of the chapter and of the board of directors. The president shall appoint all committees chairs and shall be an ex officio member of all committees. The president shall perform all other duties incident to the office. The president is responsible for presenting an annual plan, including a budget, at the January board meeting and for filing all reports required by national headquarters or by the district chair.

3. President-Elect

The president-elect shall, in the absence or disability of the president, exercise the powers and perform the duties of the president. The president-elect shall also generally assist the president and perform such other duties as shall be prescribed by the board of directors.

4. Secretary

The secretary shall keep records of all meetings of the chapter and of the board of directors, maintain the chapter's archives, prepare a binder at the end of each year that documents all of the chapter's activities for the year, issue notices of all such meetings and perform all other duties customarily pertaining to the office. Copies of the minutes of all chapter board meetings shall be sent to the chapter officers and board of directors no later than 30 days after the board meeting.

5. Treasurer

The treasurer shall receive and deposit all chapter funds in the name of the chapter in a financial institution approved by the board of directors. The treasurer shall issue receipts and make authorized disbursements by check after proper approval by the president or the board of directors. The treasurer shall prepare the chapter's budget, in consultation with the president and the committee chairs, for approval at the January board meeting. In addition, the treasurer must provide financial reports to the board of directors at each regular meeting of the board and render an annual financial statement to the chapter's membership. The treasurer shall perform all other duties of the office that may be assigned by the board.

6. Immediate Past President

The immediate past president will chair the nominating committee. The other duties of the immediate past president are assigned by the president with the approval of the board of directors.

7. Vacancies

In the event that a vacancy occurs in the office of treasurer or secretary, the balance of the term shall be filled by the board of directors at any regular meeting or at any special meeting called for that purpose.

For vacancies in the offices of president and president-elect, see Article V, Section 6.

If the office of immediate past president should become vacant, then the president who preceded the immediate past president shall serve a second term as immediate past president, including the chairmanship of the nominating committee, which is described in Article VIII of these bylaws.

8. Compensation and Reimbursement

No officer, member of the board of directors or committee chair of the chapter shall be entitled to any compensation. Officers, members of the board of directors or committee chairs may be reimbursed for reasonable expenses, covered by the year's approved budget, incurred in the performance of their duties. Extraordinary expenses will be paid at the discretion of the board of directors.

Article VII

1. Powers of Assembly Delegates

An assembly delegate, who must be accredited and must have served for at least one year as a chapter officer or director-at-large, will represent the chapter with the guidance of the board of directors. In the absence of such guidance or by compelling circumstance, the assembly delegate shall represent the chapter at his or her own discretion.

An assembly delegate must submit a written report on the business of each assembly to the board of directors. Then, an appropriate report must be shared with the entire membership. When more than one delegate is representing the chapter at an assembly, the delegates will determine among themselves who shall prepare the written report. It must be signed by each delegate who represented the chapter at the assembly.

2. Alternate Delegate

The chapter may, as needed, designate an alternate assembly delegate for each delegate to which the chapter is entitled. Such designation shall be made by the president or president-elect and reported to the chair of the Assembly Credentials Committee. As an elected delegate, an alternate must be accredited and must have served for at least one year as a chapter officer or director at-large.

3. Term of Office

Each assembly delegate shall be elected for a term of three years beginning January 1 and until a successor is installed. No assembly delegate having served a full three-year term may succeed to a second term. However, a person filling an unexpired term of an assembly delegate may be elected for a succeeding full term.

If an assembly delegate's office becomes vacant before the three-year term has expired, the president recommends a replacement to the board of directors and they elect a new delegate. If such an election is not possible prior to certain deadlines associated with an upcoming meeting of the assembly, then an alternate delegate should be appointed for that particular assembly.

4. Reimbursement

Assembly delegates and their alternates will be reimbursed for all reasonable expenses, with “reasonable” being defined each year by the board of directors.

Article VIII

1. Nominating Committee

There shall be a nominating committee of no less than three members who are appointed by the president with the approval of the board of directors. Also serving on the nominating committee will be the president-elect, the chapter president and the immediate past president. The immediate past president will serve as chairman of the committee. The chapter president will serve ex officio without vote. Therefore, the nominating committee will number no less than six members, five of them with vote.

The appointments to the nominating committee must be made in July, no less than 60 days prior to the annual meeting of the chapter.

2. Nominations

The nominating committee shall name a qualified nominee for each officer, for each director-at-large, and for each assembly delegate whose term is expiring. The nominating committee, through chapter meetings, the newsletter and the Willingness-to-Serve Form, should encourage the membership to make recommendations for the committee’s consideration in the nominating process. The committee chairman shall ensure that each nominee has been contacted and agrees to serve if elected. Additional nominations shall be accepted from members at the annual meeting provided the nominees have been contacted and have agreed to serve if elected. Members of the nominating committee shall not be eligible to run for office.

3. Notice to Membership

At least 10 days prior to the annual meeting of the chapter, the list of nominees must be reported to the membership.

4. Elections

Officers, directors-at-large, and assembly delegates shall be elected at the annual meeting of the chapter in September. Election shall be by majority vote of the members present and voting. Balloting in contested elections shall be by written ballot.

Article IX

1. Standing Committees

In addition to the nominating committee, the following standing committees shall be established each year:

- Programming
- Endowment
- Membership
- Accreditation
- Ethics

In addition, the chapter will have a Hispanic Market Section with separate operating guidelines. The section will have a liaison who will regularly report to the board.

2. Special Committees

Special committees or task forces may be established by the president with the approval of the board of directors, including but not limited to:

- Professional Development
- College Relations
- Public Service
- Publicity
- Multicultural/International/Diversity
- Awards
- Job Bank
- Newsletter
- Web Site
- Bylaws
- Directory
- Media Roundtable

3. Committee Chair Responsibilities and Assistance

The chair (s) of each committee is/are responsible for preparing a plan and budget in sufficient time to be incorporated into the master budget submitted to the board for approval in January. The chair (s) shall report committee activities regularly to the board of directors. The chapter president may invite some, or all, of the committee chairs to each meeting of the board. Each committee will have a board member named as a liaison that will actively participate in the work of the respective committee – prepared always to report at any board meeting the progress, plans, or problems of that particular committee. The board liaison is also responsible for assisting the chairs of the committees they supervise with the development of plans and budgets in the October-December time frame.

Article X

1. Membership Meetings

There shall be at least eight chapter meetings each year, at such times and places as may be designated by the board of directors, including the annual meeting each September.

2. Special Meetings

Special meetings of the chapter may be called by the president, the board of directors, or on written petition by 25 percent of the chapter membership.

3. Notice of Meetings

Notice of the annual meeting shall be mailed to each member at least 30 days in advance. Notice of a regular meeting or special meeting shall be mailed or e-mailed to each member at least 10 days in advance.

4. Quorum

A majority (50 percent plus one) of chapter members attending the annual meeting shall constitute a quorum.



Article XI

These bylaws may be amended by two-thirds vote of the membership present at any meeting, provided at least 30 days' notice of any proposed amendment has been given to all members. Amendments adopted in accordance with the provision become effective only after approval by the society's board of directors.

These bylaws shall be reviewed at least once every three years to make certain that they meet the requirements of changing circumstances and that they conform with all the rules, regulations, and bylaws of PRSA.